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June 9, 2004

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

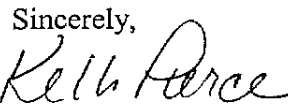
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RE: B&R Land Holdings, LLC

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization of B & R Land Holdings, LLC, together with a check in the amount of \$125.00 for the filing fee. Please return a file stamped copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance with this matter. If you have any questions regarding the enclosed, please do not hesitate to contact me at (502) 589-4130.

Sincerely,

Kelli Pierce, Paralegal

Enclosures

**ARTICLES OF ORGANIZATION
OF
B & R LAND HOLDINGS, LLC**

The undersigned, intending to form and create a Limited Liability Company, as defined in Chapter 608 of the Florida Statutes, hereby states and certifies the following:

1. The name of the Limited Liability Company (the "Company") shall be B & R Land Holdings, LLC.

2. The mailing address and street address of the initial principal office of the Company is 32 Old Oak Drive South, Palm Coast, Florida 32137.

3. The registered office of the Company is located at 32 Old Oak Drive South, Palm Coast, Florida 32137, and the initial registered agent at such address shall be Diana Britton.

4. The Company is to be managed by managers, subject to the provisions of its operating agreement. The name and address of each Manager is as follows:

Manager	Diana Britton	32 Old Oak Drive South, Palm Coast, FL 32137
Assistant Manager	Elizabeth Robinson	205 Sycamore Hills Court, Louisville, KY 40244

5. The duration of the Company shall be perpetual, save and until its dissolution in accordance with the Florida Limited Liability Company Act and the operating agreement of the Company.

6. Indemnification.

A. The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member, organizer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the Company.

B. The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the Company, if the claim, matter or issue raised therein is determined by a court of competent jurisdiction to have resulted from the negligence or misconduct of the member(s) seeking indemnification; provided, however, that such indemnification

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shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

C. Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the Company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Company.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute the foregoing Articles of Organization this 10th day of June, 2004.



Diana Britton
Member

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Consent of Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Diana Britton
Diana Britton, Registered Agent

6-10-04
Date

Prepared by:

Daniel M. Walter
Daniel M. Walter
Ackerson & Yann, P.S.C.
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