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J. BROWN CORPORATION
TALLAHASSEE, FLORIDA

J. BROWN APR - 4 2005

MARC F. OATES, P.A.

Attorney at Law

Winfield Building
10001 Tamiami Trail North, Suite 119
Naples, Florida 34108
Telephone (239) 593-3174 / Facsimile (239) 593-3173

March 31, 2005

VIA FEDERAL EXPRESS

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

Re: Transaction: Rock Creek Holdings, LLC
Our File No.: 02-056.001

To Whom It May Concern:

In connection with the above-referenced transaction, enclosed please find Articles of Organization of Rock Creek Holdings, LLC. along with our operating account check number 3533 in the amount of \$160.00 representing filing fees for same.

Should you have any questions, please contact this office to discuss.

Very truly yours,



Amber Keller
Paralegal for Marc F. Oates, Esq.

/ack

Enclosures as stated

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
FOR
ROCK CREEK HOLDINGS, LLC

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company shall be **ROCK CREEK HOLDINGS, LLC**, hereinafter "Company". The mailing address of the Company shall be **P.O. Box 1598, Glasgow, Kentucky 42142**. The principal place of business shall be **200 American Avenue, Glasgow, Kentucky, 42141**.

ARTICLE II
DURATION

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have a perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III
PURPOSE AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The name and the street address of the registered agent of the Company in the State of Florida is:

Marc F. Oates, P.A.
c/o Marc F. Oates, Esq.
10001 Tamiami Trail North, Suite 119
Naples, FL 34108

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TALLAHASSEE, FLORIDA

**ARTICLE V
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the members proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VI
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by the consent of a majority in interest of the remaining members.

**ARTICLE VII
MANAGEMENT (MANAGEMENT BY MEMBERS)**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the managing members of the Company are:

NAME

ADDRESS

Michael H. Metcalf

299 Mel Jen Drive, Naples, FL 34105

International Investments, Inc.

200 American Ave., Glasgow, KY 42141

Gary Bell

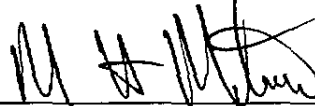
P.O. Box 122, Edmonton, KY 42129

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 30 day of March 2005.

Authorized representative of members:

Michael H. Metcalf

By:



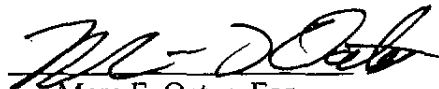
Michael H. Metcalf

Its: Managing Members

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, F.S.

Registered Agents of **Rock Creek Holdings, LLC:**

MARC F. OATES, P.A.


Marc F. Oates, Esq.

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