

From: Charles D. Barnett To: Fax#1(850)205-0383

Date: 9/8/2005 Time: 11:42:34 AM

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Division of Corporations

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Florida Department of State

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SECRETARY OF STATE
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : LAW OFFICES OF CHARLES D. BARNETT
Account Number : I20020000135
Phone : (561)622-6655
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LIMITED LIABILITY COMPANY

Brown Smith Ventures, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF
BROWN SMITH VENTURES, LLC**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do establish:

1. **Name.** The name of the limited liability company is Brown Smith Ventures, LLC (the "Company").
2. **Principal Place of Business.** The mailing address and the street address of the Company's principal place of business is 8412 Native Dancer Road, Palm Beach Gardens, Florida 33418.
3. **Management.** The business of the Company shall be conducted under the management of its members and the name and address of the managing member is John Y. Brown, Jr., 2601 Old Cave Hill, Lexington, Kentucky 40513.
4. **Registered Agent and Office.** The name of the Company's registered agent, whose Consent to Appointment as Registered Agent accompanies these Articles, is Charles D. Barnett and the address of the registered office is 8412 Native Dancer Road, Palm Beach Gardens, Florida 33418.

DATED this 8TH day of September, 2005.

Charles D. Barnett
Authorized Representative of Member

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT**

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

Date: September 8, 2005

Charles D. Barnett
CHARLES D. BARNETT

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