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TRANSMITTAL LETTER

FOR FLORIDA LIMITED LIABILITY COMPANY

FILED

6 PM 3:39

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: American Superior Holding Company, L.C.

(Proposed limited liability company name - must include suffix

Enclosed is an original and one (1) copy of the articles of organization and a check for:

\$285.00  
Filing Fee  
& Registered  
Agent designation

\$293.75  
Filing Fee,  
Registered Agent  
Designation &  
Certificate

\$337.50  
Filing Fee  
Registered Agent  
Designation &  
Certified Copy

\$346.25  
Filing Fee  
Registered Agent  
Designation,  
Certified Copy  
& Certificate

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\*\*\*\*293.75 \*\*\*\*293.75

FROM: Richard N. Sox, Jr.  
Name (Printed or Typed)

101 N. Gadsden Street  
Address

Tallahassee, Florida 32301  
City, State & Zip

(904) 222-6656  
Daytime Telephone Number

285.00  
8.75  
293.75  
FF  
CUS

Call when Ready  
222-6656

NOTE: Please provide the original and one copy of the Articles.

PA  
7/16/97

**ARTICLES OF ORGANIZATION  
FOR  
AMERICAN SUPERIOR HOLDING COMPANY, L.C.  
a Florida Limited Liability Company**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this Company shall be: American Superior Holding Company, L.C.

2. **Duration/Continuation.** The Company will be dissolved upon the earliest occurrence of any of the following events: (1) July 1, 2047, (2) termination by the unanimous written agreement of all Members, (3) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, (4) upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of a majority of the interest of the remaining Members who would be entitled to vote upon such action, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. The mailing address is 1838 South Miami Avenue, Miami, Florida 33129.

4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this Company is as follows: Richard N. Sox, Jr. 101 N. Gadsden Street, Tallahassee, FL 32301.

5. **Admission of Additional Members; and Terms and Conditions of such Admissions:** Additional Members may be admitted upon the written application of such new Member, in the manner set forth in the Regulations for this Company.

6. **Right to Continue Business.** As provided in Article 2, the remaining Members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company.

7. **Intent.** It is the intent of the Members that the Company shall always be operated in a manner consistent with its classification as a "partnership" for federal income tax purposes. No Member shall take any action inconsistent with the express intent of the parties hereto.

8. **Management of Company.** Management of the Company is reserved to its Managers, who shall be elected annually by the Members.

9. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute Chapter 608 and shall be signed and sworn to or otherwise approved herein by a majority of the interest of the Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

10. **Regulations of Company.** The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members. The Company will be governed by the Regulations to the extent that such Regulations are not inconsistent with these Articles of Organization.

11. **Informal Action of Members.** Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by a majority of the interest of the Members who would be entitled to vote upon such action at a meeting and filed with the Managers of the Company as part of its records.

12. **Contracting Debt.** Except as otherwise provided by law or the Regulations, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Managers unless otherwise provided herein.

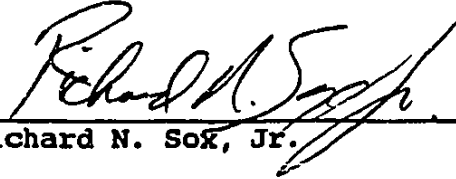
13. **Transferability of Member's Interest.** An interest of a Member of this Company may only be transferred or assigned to such extent and in the manner provided in the Regulations of the Company.

14. **Withdrawal or Reduction of Member's Capital Account.** A Member shall be entitled to the return of the balance of his or its capital account in the manner provided for in the Regulations of the Company.

IN WITNESS WHEREOF, the undersigned Member has hereunto set its hand and seal this 15<sup>th</sup> day of July, 1997.

Tim A. Reford  
Member

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.



Richard N. Sox, Jr.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Commonwealth of Kentucky  
County of Warren

Before the undersigned authority personally appeared Jim Benfro, who on oath says:

1. That he is a Member of American Superior Holding Company, L.C.
2. That American Superior Holding Company, L.C. has at least two Members.
3. The amount of the agreed value of the property other than cash contributed by the Members is zero.
4. The amount of cash anticipated to be contributed by the Members is \$1,700,000.

FURTHER AFFIANT SAYETH NAUGHT.

Jim Benfro

SWORN TO AND SUBSCRIBED before me this 15<sup>th</sup> day of July, 1997, by Jim Benfro who is personally known to me or who has produced \_\_\_\_\_ as identification.

Linda Ann Massey 4/5/2004  
Notary State of Kentucky

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