Commonwealth of Kentucky
Elaine N. Walker, Secretary of State

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Secretary of State
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Articles of Organization
Limited Liability Company

KLC

For the purposes of forming a limited liability company in Kentucky pursuant to KRS Chapter 275, the undersigned organizer hereby submits the following Articles of Organization to the Office of the Secretary of State for filing:

Article I: The name of the company is

The Lounge Fly, LLC

Article II: The street address of the company's initial registered office in Kentucky is

2490 Ogden Way, Lexington, KY 40509

and the name of the initial registered agent at that address is **Gaylene Denise Smith**

Article III: The mailing address of the company's initial principal office is

937 Winchester Road, Lexington, KY 40505

Article IV: The limited liability company is to be managed by **Members**

Executed by the Organizer on Thursday, April 07, 2011

Name of Organizer: **Gaylene Denise Smith**
Signature of individual signing on behalf of Organizer: **Gaylene Denise Smith**

I, **Gaylene Denise Smith**, consent to serve as the Registered Agent on behalf of the limited liability company.

Signature of Registered Agent or individual signing on behalf of the company serving as Registered Agent:

Gaylene Denise Smith