

Commonwealth of Kentucky  
Alison Lundergan Grimes, 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

**BLUEFLY LLC**

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

**146 N ASHLAND AVE, LEXINGTON, KY 40502**

and the name of the initial registered agent at that address is **GREGORY RAWLINGS**

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

**146 N ASHLAND AVE, LEXINGTON, KY 40502**

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

Executed by the Organizer on Thursday, October 30, 2014

Name of Organizer: **GREGORY RAWLINGS**

Signature of individual signing on behalf of Organizer:  
**GREGORY RAWLINGS**

I, **GREGORY RAWLINGS**, 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:

**GREGORY RAWLINGS**