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

Brutus Capital Holdings, LLC

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

250 West Main Street, 5th Floor, Lexington, KY 40507

and the name of the initial registered agent at that address is **Brian Christopher Poe**

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

250 West Main Street, 5th Floor, Lexington, KY 40507

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

Executed by the Organizer on Wednesday, July 27, 2011

Name of Organizer: **Brian Christopher Poe**
Signature of individual signing on behalf of Organizer: **Brian Christopher Poe**

I, **Brian Christopher Poe**, 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:

Brian Christopher Poe