

**OFFICE OF THE SECRETARY OF STATE**

JESSE WHITE • Secretary of State

MARCH 09, 2011

0345819-9

NATIONAL REGISTERED AGENTS INC
200 WEST ADAMS STREET
CHICAGO, IL 60606-0000

RE ALEC, LLC

DEAR SIR OR MADAM:

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF ORGANIZATION THAT CREATED YOUR LIMITED LIABILITY COMPANY. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

PLEASE NOTE! THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF THIS ANNIVERSARY MONTH NEXT YEAR. FAILURE TO TIMELY FILE WILL RESULT IN A \$300 PENALTY AND/OR DISSOLUTION/REVOCATION. A PRE-PRINTED ANNUAL REPORT WILL BE MAILED TO THE REGISTERED AGENT AT THE ADDRESS ON OUR RECORDS APPROXIMATELY 45 DAYS BEFORE THE DUE DATE.

FOR A LIMITED LIABILITY COMPANY THAT INTENDS TO PROVIDE CERTAIN PROFESSIONAL SERVICES FOR WHICH INDIVIDUALS ARE REQUIRED TO BE LICENSED, A CERTIFICATE OF REGISTRATION MUST BE OBTAINED FROM THE ILLINOIS DEPARTMENT OF FINANCIAL AND PROFESSIONAL REGULATION. IF THE LLC IS SO REGISTERED, THE CURRENT ADDRESS FROM WHICH THE PROFESSIONAL SERVICES ARE PROVIDED MUST ALSO BE ON RECORD WITH THIS OFFICE.

MANY OF OUR SERVICES ARE AVAILABLE AT OUR CONTINUOUSLY UPDATED WEBSITE. VISIT WWW.CYBERDRIVEILLINOIS.COM TO VIEW THE STATUS OF THIS COMPANY, PURCHASE A CERTIFICATE OF GOOD STANDING, OR EVEN FILE THE ANNUAL REPORT REFERRED TO IN THE EARLIER PARAGRAPH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

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| 0432067.06 | amcray ADD |
| Trey Grayson, Secretary of State Received and Filed: 7/28/2010 1:24 PM Fee Receipt: \$40.00 | |

ARTICLES OF ORGANIZATION
FOR
ALEC, LLC

The undersigned hereby forms a Kentucky limited liability company pursuant to the Kentucky Limited Liability Company Act, KRS Chapter 275 (the "Act"), as follows:

1. ALEC, Inc. (the "Corporation") was converted to a limited liability company pursuant to a Plan of Conversion. The name of the limited liability company (the "Company") shall be ALEC, LLC.
2. The former name of the Corporation being converted was ALEC, Inc.
3. Any assumed names of the corporation are inactive or have been cancelled.
4. There are 1,000 shares of common stock of the Corporation issued and outstanding. The sole shareholder of the Corporation was entitled to cast 1,000 votes on the Plan of Conversion. There are no other voting groups. The Plan of Conversion was approved by the sole shareholder and all of the members of the Board of Directors of the Corporation.
5. The street address of the Company's initial registered office shall be 400 West Market Street, Louisville, Kentucky 40202. The name of the Corporation's initial registered agent at that office shall be FBT LLC.
6. The Company is to be managed by one or more managers.
7. The mailing address of the initial principal office of the Company shall be 250 W. Main Street, Suite 1920, Lexington, Kentucky 40507.
8. The existence of the Company will be perpetual, except as provided in the Company's Operating Agreement.

Dated July 28, 2010.

By Jeffrey A. Carr
Jeffrey A. Carr,
Organizer of ALEC, LLC and
President of ALEC, Inc.

CONSENT TO SERVE
AS
INITIAL REGISTERED AGENT
FOR
ALEC, LLC

The undersigned hereby consents to serve as the initial registered agent for ALEC, LLC (the "Company"), as contemplated by the Company's Articles of Organization.

Dated July 28, 2010.

FBT LLC

By Elizabeth Cooper

Title: Manager

Document No.: 20100700057
Entered By: FRUST BRDWN
Recorded On: 06/03/2010 02:23:47
Total Fees: 11.00
Transfer Tax: .00
County Clerk: BOBBIE HOLESLAW-JEFF CO KY
Deputy Clerk: CARRAR

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