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Trey Grayson, Secretary of State
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Fee Receipt: \$40.00

Articles of Organization

Of

Active Male Models, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to the Kentucky Limited Company Act and adopts the following Articles of organization of such Limited liability company:

Article I

The name of the limited liability company is:

Active Male Models, LLC

Article II

The name and Street address of the registered agent and the individual designated as the manager of The Gift Doctor, LLC is:

Mr. Russell Claxon
7228 Briscoe Vista Way
Louisville, KY 40228

The registered office and agent may be changed as provided by law, without amendment of these Articles.

Article III

The mailing address of the initial principal place of business of the limited liability company is:

Box 5011
Louisville, KY 40255

Article IV

The limited liability company shall be managed by its members. The initial member is: Russell Claxon. The purpose of the Limited Liability Company is to provide gifts items that include novelty and specialty items to sell for profit.

Article V

The duration of the limited liability company shall be perpetual, save and until its dissolution in accord with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company. This limited liability company is formed with one (1) initial member.

Article VI

The management of the limited liability company is reserved to the members, to be exercised in accordance with the operating agreement of this Limited Liability Company.

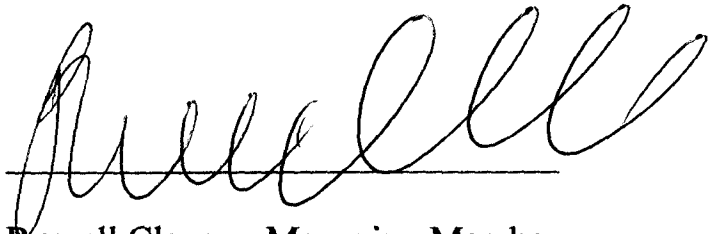
Article VII

Except as otherwise provided by Kentucky Law, no member, manager, agent or employee of this Limited Liability Company shall be personally liable for the debts, obligations, or liabilities of the limited liability company, whether arising in contract, tort or otherwise, or the acts or omissions of other member, manger, agent or employee of the limited liability company.

Further, the private property of the members of this Limited Liability Company shall not be subject to payments of the debts of the Limited Liability Company.

3/5/10

Date



Russell Claxon , Managing Member
Active Male Models, LLC

STATE OF KENTUCKY)

*

COUNTY OF JEFFERSON)

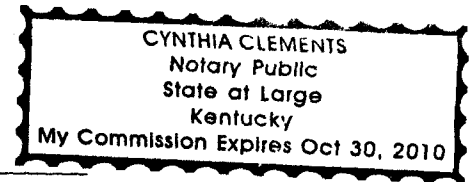
On the 5th day of March, ²⁰¹⁰~~2009~~, Russell Claxon personally appeared before me on the produced

to me, in my office in Jefferson County, Kentucky, the within Article of Organization of Active Male Models, LLC,

and acknowledges the same to be his act and deed for the use and purpose therein stated.

My commission expires:

Oct 30 2010

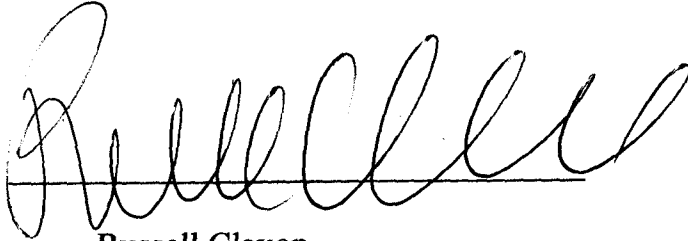


NOTARY PUBLIC, State At Large

**CONSENT TO SERVE AS
INITIAL REGISTERED AGENT**

The undersigned, Russell Claxon, of Active Male Models LLC. Hereby consents to serve as the initial

registered agent of Active Male Models, Limited Liability Company.



Russell Claxon

STATE OF KENTUCKY)

*

COUNTY OF JEFFERSON)

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