

ARTICLES OF INCORPORATION

OF

GLASSWORKS 214 HOMEOWNERS, INC.

The undersigned, Thomas J. B. Hurst, executed these Articles of Incorporation for the purpose of forming and does hereby form a non-stock, non-profit corporation under the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE 1

Name

The name of the corporation is GLASSWORKS 214 HOMEOWNERS, INC.

ARTICLE 2

Purposes

The general purpose of the corporation is to be the "Council of Co-Owners" (as defined in Kentucky Horizontal Property Law, KRS 381.805 through 381.910) for the operation and administration of the condominium regime known as GLASSWORKS 214 to be established in Jefferson County, Kentucky pursuant to the provisions of Kentucky Horizontal Property Law.

ARTICLE 3

Powers

The corporation shall have all the powers conferred upon a non-stock, non-profit corporation organized under the provisions of Chapter 273 of the Kentucky Revised Statutes; all the powers conferred upon the Council of Co-Owners under the provisions of the Kentucky Horizontal Property Law; all the powers conferred upon the corporation in the Declaration of Master Lease and Bylaws of Glassworks 214, which Master Lease is recorded in the Office of the County Clerk of Jefferson County, Kentucky; and all the powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the corporation.

ARTICLE 4

Duration

The duration of the corporation shall be perpetual or until terminated according to law.

ARTICLE 5
Principal Office and Registered Agent

The principal office of the corporation in the Commonwealth of Kentucky shall be 815 West Market Street, Louisville, Kentucky 40202.

The registered agent of the corporation is Charles W. Dobbins, 401 West Main Street, Suite 1400, Louisville, Kentucky 40202.

ARTICLE 6
Members

All persons who are owners of units in Glassworks 214 shall be members of the corporation, and membership in the corporation shall be limited to such owners of units. Membership in the corporation shall terminate when a person is no longer the owner of a unit. Subject to the foregoing, admission to and termination of membership and the voting rights of members shall be more particularly governed by the Master Lease of Glassworks 214 and the Bylaws of the corporation.

ARTICLE 7
Directors

The corporation shall have a Board of Directors (being the same as the Board of Administration referred to in the Master Lease and Bylaws) of not less than three (3) persons, the initial Board of Directors shall be:

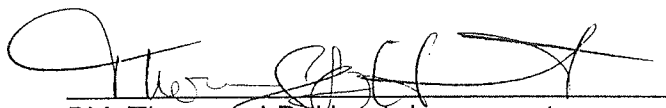
Michael Mattingly	815 West Market Street, Suite 711, Louisville, KY 40202
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Brenda Mattingly	815 West Market Street, Suite 711, Louisville, KY 40202
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C. William Weyland, Jr.	815 West Market Street, Suite 711, Louisville, KY 40202
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21st Signed and acknowledged by the incorporator at Louisville, Kentucky this
day of January, 2003.

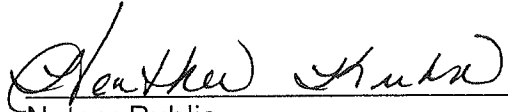
GLASSWORKS 214 HOMEOWNERS, INC.


BY: Thomas J.B. Hurst, Incorporator

STATE OF KENTUCKY
COUNTY OF JEFFERSON

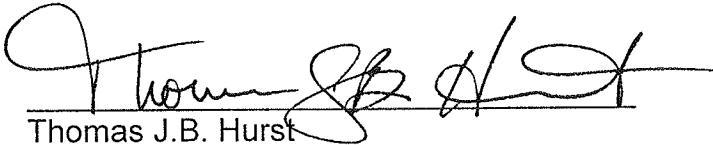
I hereby certify that the foregoing Articles of Incorporation of
GLASSWORKS 214 HOMEOWNERS, INC. were verified before me this 21st day
of ~~September 2002~~, by THOMAS J.B. HURST
~~JANUARY, 2003~~ (NE)

My commission expires: 10-13-04



Notary Public

THIS INSTRUMENT PREPARED BY:



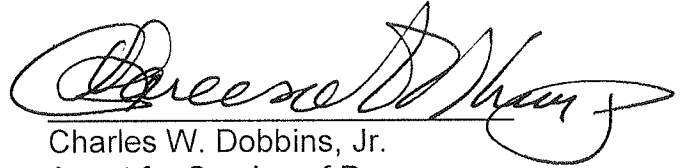
Thomas J.B. Hurst

TILFORD, DOBBINS, ALEXANDER,
BUCKAWAY, & BLACK, LLP
1400 One Riverfront Plaza
Louisville, Kentucky 40202
(502) 584-1000

G:\OFFICE\CWD\GLASSWORKS\214 Building\Final Documents\Homeowners' Articles of Incorporation.doc

Consent of Initial Agent for Service of Process to Serve

I, Charles W. Dobbins, Jr., having a principal place of business of 401 West Main Street Suite 1400, Louisville, Kentucky 40202, hereby agree and consent to serve as registered office and agent for service of process of GLASSWORKS 214 HOMEOWNERS, INC.



Charles W. Dobbins, Jr.
Agent for Service of Process

Document No.: DN2003034641
Lodged By: tilford
Recorded On: 02/19/2003 10:48:08
Total fees: 11.00
Transfer tax: .00
County Clerk: Bobbie Holsclaw-JEFF CO KY
Deputy Clerk: CARRAR

END OF DOCUMENT

ARTICLES OF ORGANIZATION
OF
DIGITAL GLASS, LLC

The undersigned hereby forms a limited liability company under the laws of the Commonwealth of Kentucky, and to that end hereby adopts Articles of Organization as follows:

ARTICLE I

The name of the limited liability company DIGITAL GLASS, LLC (the "Company").

ARTICLE II

The street address of the Company's initial registered office in the Commonwealth of Kentucky is as follows: 1400 One Riverfront Plaza, Louisville, Kentucky 40202; the name of the Company's initial registered agent at the initial registered office is as follows: Patrick T. Schmidt.

ARTICLE III

The mailing address of the Company's initial principal office is as follows: 815 W. Market Street, Louisville, Kentucky 40202.

ARTICLE IV

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

ARTICLE V

The effective date and time of the Company shall be the date these Articles of Organization are accepted for filing by the Kentucky Secretary of State.

ARTICLE VI

The duration of the limited liability company shall be perpetual, save and until its dissolution in accordance with the Kentucky Limited Liability Company Act and the operating agreement of the limited liability company.

ARTICLE VII

Except as otherwise provided by Kentucky law, no member, manager, agent or employee of the 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 for the acts or omission of any other member, manager, agent or employee of the limited liability company.

IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Organization this 5th day of February, 2003.

anization this 5th day of February, 2003.

Kapotele P. Solis

Patrick T. Schmidt
Organizer

COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

Subscribed, sworn to and acknowledged by Patrick T. Schmidt on this 5th day of February, 2003.

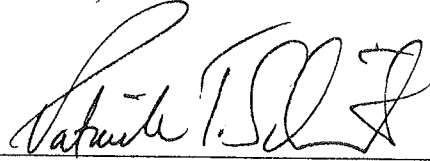
My Commission expires: 10-13-04

Neelam Kunda

NOTARY PUBLIC
State-at-Large, Kentucky

Consent of Initial Agent for Service of Process to Serve

I, Patrick T. Schmidt, having a principal place of business of 1400 One Riverfront Plaza, Louisville, Kentucky 40202, hereby agree and consent to serve as registered office and agent for service of process of DIGITAL GLASS, LLC.



Patrick T. Schmidt
Agent for Service of Process

END OF DOCUMENT

Document No.: DN2003034642
Lodged By: tilford
Recorded On: 02/19/2003 10:48:22
Total Fees: 9.00
Transfer Tax: .00
County Clerk: Bobbie Holsclaw-JEFF CO KY
Deputy Clerk: CARHAR