| 11/8/2012 0832495 | | Commonwealth of Kentucky Indergan Grimes, Secretary o | gan Grimes, Secretary o RY Secretary of State Received and Filed | |
|--|--|--|--|----|
| Alison Lundergan Grimes Secretary of State P. O. Box 718 | | Statement of Change of | 11/8/2012 5:39:15 F Fee receipt: \$10.00 | °M |
| | | Statement of Change of Begietered | | C |

Registered Office, Registered Agent, or Both

Pursuant to the provisions of KRS chapters 271B, 273, 275, or 362, the undersigned hereby applies to change the registered office, registered agent, or both on behalf of

THE CHEAPSIDE ENTERTAINMENT DISTRICT ASSOCIATION, INC.

which is organized in the state of Kentucky, and for that purpose submits the following statements:

Frankfort, KY 40602-0718

(502) 564-3490 http://www.sos.ky.gov

| 1. Name of current registered agent | 2. Registered agent is hereby changed to: |
|---|--|
| JAMES K. MILLARD | Bob Estes |
| 3. Address of current registered office | 4. Registered office is hereby changed to: |
| 215 W. SHORT ST. LEXINGTON, KY 40507 | 259 W. SHORT ST. LEXINGTON, KY 40507 |

| 5. Signature of officer or chairman of the board | 6. Consent of new agent |
|--|---|
| James K. Millard, Treasurer | I consent to serve as the new registered agent on behalf of this corporation. |
| 129100 | Bob Estes |
| Type or print name and title | Signature and Title |
| 11/8/2012 5:39 PM | Type or print name and title |
| Date | |