

**BYLAWS
OF
JUSTIFY HOLDINGS, INC.**

**ARTICLE I
OFFICES**

Justify Holdings, Inc., a Kentucky corporation (the “Corporation”) may have such offices, either within or without the Commonwealth of Kentucky, as the Board of Directors of the Corporation (the “Board”) may designate or as the business of the Corporation may require from time to time.

**ARTICLE II
SHAREHOLDERS MEETING**

2.1 Annual Meetings. The annual meeting of shareholders shall be held at the time and place within or without the Commonwealth of Kentucky as may be designated by the Board and stated in the notice of meeting, for the purpose of electing directors and transacting such other business as may be properly brought before the meeting.

2.2 Special Meetings. A special meeting of shareholders shall be held on call of the Board or if the holders of at least 33 and 1/3% percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which such special meeting is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of shareholders.

2.3 Notice of Meetings. A written notice of each meeting of shareholders stating the place, date and time of the meeting, and, in the case of a special meeting, describing the purpose or purposes for which the meeting is called, shall be given to each shareholder entitled to notice of such meeting not less than ten days nor more than 60 days before the date of the meeting.

2.4 Place of Meetings. Meetings of shareholders shall be held at such places, within or without the Commonwealth of Kentucky, as may be designated by the Board and stated in the notice of meeting.

2.5 Quorum. The holders of shares entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum exists with respect to that matter. Unless the Articles of Incorporation of the Corporation (the “Articles of Incorporation”) or the Kentucky Business Corporation Act (the “Act”) provides otherwise, the holders of a majority of the votes entitled to be cast on a matter by a voting group constitute a quorum of that voting group for action on that matter. Once a share is represented for any purpose at a meeting, the holder is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting.

2.6 Voting. At any meeting of shareholders, every shareholder having the right to vote shall be entitled to vote in person or by proxy. Except as otherwise provided by law or the Articles

of Incorporation, each shareholder of record shall be entitled to one vote for every share of stock standing in his name on the books of the Corporation as of the record date for determining the shareholders entitled to notice of and to vote at such meeting. Directors shall be elected by a plurality of the votes cast by shareholders entitled to vote in the election at a meeting at which a quorum is present.

2.7 Adjournment. If a meeting of shareholders is adjourned to another date, time or place, notice need not be given of the adjourned meeting if the new date, time and place are announced at the meeting before the adjournment. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the time originally designated for the meeting if a quorum existed at the time originally designated for the meeting; provided, however, that if a new record date is or must be fixed under the Act or these bylaws (these "Bylaws"), a notice of the adjourned meeting must be given to shareholders as of the new record date.

2.8 Proxies. A shareholder may appoint a proxy to vote at a meeting of shareholders or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for 11 months, unless another period is expressly provided for in the appointment form. An appointment of a proxy is revocable by the shareholder, unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest.

2.9 Action by Written Consent. Any action required or permitted by the Act, as in effect on the date hereof and as hereafter amended from time to time, to be taken at a meeting of shareholders may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the all the holders of outstanding shares entitled to vote on the action.

2.10 Advance Notice of Shareholder Proposals. At any annual or special meeting of shareholders, proposals by shareholders and persons nominated for election as directors by shareholders shall be considered only if advance notice thereof has been timely given as provided herein and such proposals or nominations are otherwise proper for consideration under applicable law and the Articles of Incorporation and these Bylaws. Notice of any proposal to be presented by any shareholder or of the name of any person to be nominated by any shareholder for election as a director of the Corporation at any meeting of shareholders shall be delivered to the Secretary of the Corporation at its principal executive office not less than 60 nor more than 90 days prior to the date of the meeting; provided, however, that if the date of the meeting is first publicly announced or disclosed (in a public filing, if applicable, or otherwise) less than 70 days prior to the date of the meeting, such notice shall be given not more than 10 days after such date is first so announced or disclosed. Public notice shall be deemed to have been given more than 70 days in advance of the annual meeting if the Corporation shall have previously disclosed, in these Bylaws or otherwise, that the annual meeting in each year is to be held on a determinable date, unless and until the Board determines to hold the meeting on a different date. Any shareholder who gives notice of any such proposal shall deliver therewith the text of the proposal to be presented and a brief written statement of the reasons why such shareholder favors the proposal and setting forth such shareholder's name and address, the number and class of all shares of each class of stock of the Corporation beneficially owned by such shareholder and any material interest of such

shareholder in the proposal (other than as a shareholder). Any shareholder desiring to nominate any person for election as a director of the Corporation shall deliver with such notice a statement in writing setting forth the name and address of the person to be nominated, the number and class of all shares of each class of stock of the Corporation beneficially owned by such person and such person's signed consent to serve as a director of the Corporation if elected. The person presiding at the meeting, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall determine whether such notice has been duly given and shall direct that proposals and nominees not be considered if such notice has not been given.

2.11 Inspectors of Election; Opening and Closing the Polls. The Board by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Corporation in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of shareholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of shareholders, the chairman of the meeting shall appoint one or more inspectors to act at the meeting. The inspectors shall have the duties prescribed by law.

ARTICLE III RECORD DATE

In order that the Corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other action, the Board may fix, in advance, a record date, which shall not be more than 70 nor less than 10 days before the date of such meeting, nor more than 70 days prior to any other action. If no record date is fixed, (i) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day before the day on which the first notice is given to such shareholders and (ii) the record date for determining shareholders for any other purpose shall be at the close of business on the day that the Board authorizes the action. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting, unless the Board fixes a new record date. The Board must fix a new record date if the meeting is adjourned to a date more than four months after the date fixed for the original meeting.

ARTICLE IV DIRECTORS

4.1 Powers and Duties. All corporate powers shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of the Board.

4.2 Number and Term.

(a) **Number.** The Board shall consist of at least two but no more than seven directors. The number of directors shall be fixed from time to time exclusively pursuant to a resolution adopted by the Board.

(b) **Term.** Directors shall be elected at the first annual meeting of shareholders and at each annual meeting thereafter. The terms of the initial directors shall expire at the first meeting of shareholders at which directors are elected. The terms of all other directors expire at the next annual meeting of shareholders following their election. Despite the expiration of a director's term, such director shall continue to serve until such director's successor is elected and qualifies or until there is a decrease in the number of directors.

4.3 Meetings; Notice. The Board may hold regular and special meetings either within or without the Commonwealth of Kentucky. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

(a) **Regular Meetings.** Unless the Articles of Incorporation provide otherwise, regular meetings of the Board may be held without notice of the date, time, place or purpose of the meeting.

(b) **Special Meetings.** Special meetings of the Board may be called by the President or any director. Unless the Articles of Incorporation provide otherwise, special meetings of the Board must be preceded by at least 24 hours' notice of the date, time and place of the meeting but need not describe the purpose of such meeting. Such notice shall comply with the requirements of Article XII of these Bylaws.

(c) **Adjourned Meetings.** Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment.

(d) **Waiver of Notice.** A director may waive any required notice before or after the date and time stated in the notice. Except as provided in the next sentence, the waiver must be in writing, signed by the director and filed with the minutes or corporate records of the Corporation. A director's attendance at or participation in a meeting waives any required notice to such director of such meeting unless the director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

4.4 Quorum. At all meetings of the Board, the presence of a majority of the Board then in office shall constitute a quorum for the transaction of business. A meeting may be adjourned despite the absence of a quorum and notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which adjournment is taken, and if the period of adjournment does not exceed one month in any one adjournment.

4.5 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board, unless the Articles of Incorporation, these Bylaws or the laws of the Commonwealth of Kentucky require the vote of a greater number of directors. A director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to such action unless:

(a) such director objects at the beginning of the meeting (or promptly upon his arrival) to holding the meeting or transacting business at the meeting;

(b) such director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) such director delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

4.6 Action Without A Meeting. Unless the Articles of Incorporation provide otherwise, any action required or permitted by the Act to be taken at a meeting of the Board may be taken without a meeting if the action is taken by the affirmative vote of a majority of the members of the Board. Such action must be evidenced by one or more written consents describing the action taken, at least one of which is signed by each director, which consents shall be included in the minutes or filed with the corporate records of the Corporation reflecting the action taken. Action taken by written consent is effective when the last director signs the written consent, unless the written consent specifies a different effective date.

4.7 Compensation. Directors and members of any committee created by the Board shall be entitled to such reasonable compensation for their services as directors and members of such committee as shall be fixed from time to time by the Board, and shall also be entitled to reimbursement for any reasonable expenses incurred in attending meetings of the Board or of any such committee. Any director receiving such compensation shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

4.8 Resignation. A director may resign at any time by delivering written notice to the Board, the President or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

4.9 Vacancies. Unless the Articles of Incorporation provide otherwise, if a vacancy occurs on the Board, including a vacancy resulting from an increase in the number of directors or a vacancy resulting from the removal of a director with or without cause, either the shareholders or the Board may fill such vacancy. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill such vacancy by the affirmative vote of a majority of all the directors remaining in office. If the vacant directorship was held by a director elected by a voting group of shareholders, only the holders of shares of that voting group shall be entitled to vote to fill the vacancy if it is filled by the shareholders.

4.10 Removal of Directors.

(a) **By Shareholders.** The shareholders may remove one or more directors with or without cause unless the Articles of Incorporation provide that directors may be removed only for cause. If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove such director without cause. If cumulative voting is authorized, a director may not be removed if the number of votes sufficient to elect such director under cumulative voting is voted against such director's removal. If cumulative voting is not authorized, a director may be removed only if the number of votes cast to remove such director exceeds the number of votes cast against removing such director.

(b) **By Directors.** If so provided by the Articles of Incorporation, any of the directors may be removed for cause by the affirmative vote of a majority of the entire Board.

(c) **General.** A director may be removed by the shareholders or directors only at a meeting called for the purpose of removing such director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of directors.

ARTICLE V COMMITTEES

Unless the Articles of Incorporation provide otherwise, the Board may create one or more committees, each of which may consist of one or more members. All members of committees of the Board which exercise powers of the Board must be members of the Board and serve at the pleasure of the Board.

The creation of a committee and appointment of a member or members to it must be approved by the greater of (i) a majority of all directors in office when the action is taken or (ii) the number of directors required by the Articles of Incorporation or these Bylaws to take action.

Unless otherwise provided by the Act, to the extent specified by the Board or in the Articles of Incorporation, each committee may exercise the authority of the Board.

ARTICLE VI OFFICERS

6.1 Number. The executive officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as may be from time to time appointed by the Board. One person may simultaneously hold more than one office.

6.2 Appointment. The principal officers of the Corporation shall be appointed annually by the Board at the first meeting of the Board following the annual meeting of the shareholders, or as soon thereafter as is conveniently possible. Each officer shall serve at the pleasure of the Board and until such officer's successor shall have been appointed, or until such officer's death, resignation or removal.

6.3 Resignation and Removal. An officer may resign at any time by delivering notice to the Corporation. Such resignation is effective when such notice is delivered unless such notice specifies a later effective date. An officer's resignation does not affect the Corporation's contract rights, if any, with respect to the officer.

The Board may remove any officer at any time with or without cause, but such removal shall not prejudice the contract rights, if any, of the person so removed.

6.4 Vacancies. Any vacancy in an office from any cause may be filled for the unexpired portion of the office's term by the Board.

6.5 Duties.

(a) **President.** The President shall be the chief executive officer of the Corporation and shall have general supervision over the active management of the business of the Corporation. The President shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation and shall perform such other duties as the Board may from time to time prescribe.

(b) **Vice President.** The Vice President or Vice Presidents (if any) shall be active executive officers of the Corporation, shall assist the President in the active management of the business and shall perform such other duties as the Board may from time to time prescribe.

(c) **Secretary.** The Secretary shall attend all meetings of the Board and all meetings of the shareholders and shall prepare and record all votes thereat and all minutes thereof in a book to be kept for that purpose, and shall perform like duties for any committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board when required, and, unless directed otherwise by the Board, shall keep a stock record containing the names of all persons who are shareholders of the Corporation, showing each shareholder's place of residence and the number of shares held by such shareholder. The Secretary shall be responsible for authenticating records of the Corporation. The Secretary shall perform such other duties as may be prescribed from time to time by the Board.

(d) **Treasurer.** The Treasurer (if one is appointed) shall have the custody of the Corporation's funds and securities, shall keep or cause to be kept full and accurate account of receipts and disbursements in books belonging to the Corporation and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as required in the ordinary course of business or as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the Board, or whenever they may require it, an account of all of his transactions as Treasurer and the financial condition of the Corporation. The Treasurer shall perform such other duties as may be incident to such office or as prescribed from time to time by the Board. The Treasurer shall give the Corporation a bond, if required by the Board, in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of such office and for, in case of such officer's death, resignation, retirement or removal from office, the restoration to the Corporation of all books, papers, vouchers,

money and other property of whatever kind in his possession or under his control belonging to the Corporation.

(e) **Other Officers.** Other officers appointed by the Board shall exercise such powers and perform such duties as may be delegated to them.

(f) **Delegation of Duties.** In case of the absence or disability of any officer of the Corporation or of any person authorized to act in his place, the Board may from time to time delegate the powers and duties of such officer to any officer, or any director, or any other person whom it may select, during such period of absence or disability.

6.6 Indemnification, Advancement of Expenses and Insurance.

(a) **Indemnification and Advancement of Expenses.** The Corporation shall indemnify and advance expenses to each director and officer of the Corporation, or any person who may have served at the request of the Corporation's Board or its President as a director or officer of another corporation (and, in either case, his heirs, executors and administrators), to the full extent allowed by the laws of the Commonwealth of Kentucky, both as now in effect and as hereafter adopted. The Corporation may indemnify and advance expenses to any employee or agent of the Corporation who is not a director or officer (and his heirs, executors and administrators) to the same extent as to a director or officer, if the Board determines that to do so is in the best interests of the Corporation.

(b) **Non-Exclusivity of Rights.** The indemnification and advancement of expenses provisions of subsection (a) of this Section 6.6 shall not be exclusive of any other right which any person (and his heirs, executors and administrators) may have or hereafter acquire under any statute, provision of the Articles of Incorporation, provision of these Bylaws, resolution adopted by the shareholders, resolution adopted by the Board, agreement, insurance, purchased by the Corporation or otherwise, both as to action in his official capacity and as to action in another capacity.

(c) **Insurance.** The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation's Board or its President as a director, officer, partner, trustee, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article or the Act.

ARTICLE VII SHARES OF STOCK

7.1 Shares with or without Certificates. The Board may authorize that some or all of the shares of any or all of the Corporation's classes or series of stock be evidenced by a certificate or certificates of stock. The Board may also authorize the issuance of some or all of the shares of any or all of the Corporation's classes or series of stock without certificates. The rights and

obligations of shareholders with the same class and/or series of stock shall be identical whether or not their shares are represented by certificates.

(a) **Shares with Certificates.** If the Board chooses to issue shares of stock evidenced by a certificate or certificates, each individual certificate shall include the following on its face: (i) the Corporation's name, (ii) the fact that the Corporation is organized under the laws of the Commonwealth of Kentucky, (iii) the name of the person to whom the certificate is issued, (iv) the number of shares represented thereby, (v) the class of shares and the designation of the series, if any, which the certificate represents, and (vi) such other information as applicable law may require or as may be lawful.

If the Corporation is authorized to issue different classes of shares or different series within a class, the designations, relative rights, preferences and limitations determined for each series (and the authority of the Board to determine variations for future series) shall be summarized on the front or back of each certificate. Alternatively, each certificate shall state on its front or back that the Corporation will furnish the shareholder this information in writing, without charge, upon request.

Each certificate of stock issued by the Corporation shall be signed (either manually or by facsimile) by the President or a Vice President, and by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer. If the person who signed a certificate no longer holds office when the certificate is issued, the certificate is nonetheless valid.

(b) **Shares without Certificates.** If the Board chooses to issue shares of stock without certificates, the Corporation, if required by the Act, shall, within a reasonable time after the issue or transfer of shares without certificates, send the shareholder a written statement of the information required on certificates by Section 7.1(a) of these Bylaws and any other information required by the Act.

7.2 Transfers. Transfers of shares of the capital stock of the Corporation shall be made only on the books of the Corporation by (i) the holder of record thereof, (ii) the holder's legal representative, who, upon request of the Corporation, shall furnish proper evidence of authority to transfer, or (iii) the holder's attorney, authorized by a power of attorney duly executed and filed with the Secretary of the Corporation or a duly appointed transfer agent. Such transfers shall be made only upon surrender, if applicable, of the certificate or certificates for such shares properly endorsed and with all taxes thereon paid.

7.3 Lost, Destroyed or Stolen Certificates. No certificate for shares of stock of the Corporation shall be issued in place of any certificate alleged to have been lost, destroyed or stolen except on production of evidence, satisfactory to the Board, of such loss, destruction or theft, and, if the Board so requires, upon the furnishing of an indemnity bond in such amount and with such terms and such surety as the Board may in its discretion require.

**ARTICLE VIII
CORPORATE ACTIONS**

8.1 Contracts. Unless otherwise required by the Board, the President or any Vice President shall execute contracts or other instruments on behalf and in the name of the Corporation. The Board may from time to time authorize any other officer, assistant officer or agent to enter into any contract or execute any instrument in the name and on behalf of the Corporation as it may deem appropriate, and such authority may be general or confined to specific instances.

8.2 Dividends. The Board may, from time to time, declare, and the Corporation may pay, dividends on its outstanding shares of capital stock in the manner and upon the terms and conditions provided by applicable law. The record date for the determination of shareholders entitled to receive the payment of any dividend shall be determined by the Board.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall be determined by the Board, and in the absence of such determination, shall be the calendar year.

**ARTICLE X
CORPORATE SEAL**

The Corporation shall not have a corporate seal.

**ARTICLE XI
AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, repealed or restated, and new Bylaws may be adopted, at any meeting of the shareholders by the affirmative vote of holders of a majority of the stock represented at such meeting, or by the affirmative vote of a majority of the members of the Board who are present at any regular or special meeting.

**ARTICLE XII
NOTICE**

Notice may be communicated by telephone, telegraph, teletype or other form of wire or wireless communication or by mail, e-mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Written notice to a domestic or foreign corporation authorized to transact business in the Commonwealth of Kentucky may be addressed to its registered agent at its registered office or to the corporation or its secretary at its principal office as shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.

Written notice to shareholders, if in a comprehensible form, is effective when mailed, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders, and when sent via e-mail, if sent to the shareholder's e-mail address shown in the Corporation's current record of shareholders. Except as provided above, written notice, if in a comprehensible form, is effective at the earliest of the following: (a) when received, (b) five days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed thereon; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) 20 days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Oral notice is effective when communicated, if communicated in a comprehensible manner.

ARTICLE XIII SHAREHOLDERS' AGREEMENT

Nothing herein shall modify or otherwise affect the rights of the shareholders pursuant to an agreement of the shareholders executed by all shareholders of the Corporation.