ACTION BY WRITTEN CONSENT
OF THE INCORPORATOR
OF
WXYZ Services, Inc.,
An Arkansas Professional Corporation,
As of May 10, 2012

The undersigned incorporator of WXYZ Services, Inc., an Arkansas professional corporation, took the following actions on the above date, pursuant to the Arkansas Professional Corporation Act:

1. The following named persons have been elected by me as directors of said professional corporation to hold office until the first annual meeting of stockholders or until their successors are elected and qualify:

John Doe

2. The bylaws attached hereto have been adopted by me as the bylaws of said professional corporation.

Signed as of the above date.

John Doe, Incorporator

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UNANIMOUS WRITTEN CONSENT IN
LIEU OF FIRST MEETING OF THE BOARD OF DIRECTORS
OF
WXYZ Services, Inc.

The directors of WXYZ Services, Inc., an Arkansas professional corporation, hereby adopt the following resolutions by written consent and direct that this consent be filed with the minutes of the proceedings of the Board of Directors:

Stock Issuance.

RESOLVED, that the professional corporation is hereby authorized to issue and sell shares of Common Stock of the professional corporation to the following persons in exchange for the indicated capital contribution:

Name of Stockholder	Number of Shares	Capital Contribution ($)
John Doe	50	$100.00
Jane Doe	50	$100.00

FURTHER RESOLVED, that the consideration to be received for the above-mentioned shares is adequate and approved, and the President and Secretary of the professional corporation are hereby authorized to execute and deliver to each of the persons named above certificates representing the shares of fully paid and non-assessable Common Stock of the professional corporation as set forth above upon receipt of payment therefor.

Election of Officers.

RESOLVED, that the following persons be, and they hereby are, elected to hold the offices of the professional corporation set forth opposite their respective names until their respective successors are elected and qualified or until their earlier resignation or removal:

President: John Doe
Treasurer: John Doe
Secretary: John Doe

Corporate Documents and Proceedings.

RESOLVED, that the officers of the professional corporation be, and they hereby are, authorized, empowered and directed to procure all corporate books, books of account and stock books which may be required by the laws of Arkansas or of any state in which the professional corporation may do business or which may be necessary or appropriate in connection with the business of the professional corporation.

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FURTHER RESOLVED, that the professional corporation shall maintain a minute book containing the minutes of any and all meetings of and actions of the Board of Directors, Board committees and of the shareholders, together with such documents and papers, including this Written Consent, as the professional corporation, its Board of Directors or its shareholders shall from time to time direct.

FURTHER RESOLVED, that the Secretary of the professional corporationbe, and the Secretary hereby is, authorized and instructed to insert in the minute book of the professional corporation a copy of the Articles of Incorporation as filed in the office of the Arkansas Secretary of State and certified by said Secretary of State.

FURTHER RESOLVED, that a corporate seal is adopted as the seal of this professional corporation in the form of two concentric circles, with the name of the professional corporation, and Arkansas Corporation between the two circles and the year of incorporation within the inner circle.

FURTHER RESOLVED, that the form of stock certificate is approved and adopted as the Stock Certificate of this professional corporation. The Secretary is instructed to insert a specimen copy of the stock certificate in the Minute Book immediately following this consent.

FURTHER RESOLVED, that the Secretary of the professional corporation be, and the Secretary hereby is, authorized, empowered and directed to insert a copy of the bylaws in the minute book of the professional corporation and to see that a copy of said bylaws is kept at the principal executive office for the transaction of business of the professional corporation.

Annual Accounting Period.

RESOLVED, that until otherwise determined by the Board of Directors the fiscal year of the professional corporation shall end on December 31.

Principal Executive Office.

RESOLVED, that the principal executive office of the professional corporation shall be located at 1234 Main Street, Little Rock, AR 72201.

Bank Account.

RESOLVED, that the professional corporation establish in its name an account with any federally insured depository institution and that the officers of the professional corporation be, and they hereby are, authorized, empowered and directed to establish such an account.

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Qualification to do Business.

RESOLVED, that for the purpose of authorizing the professional corporation to do business under the laws of any state, territory or possession of the United States or of any foreign country in which it is necessary or convenient for the professional corporation to transact business, the proper officers of the professional corporation are hereby authorized in the name and on behalf of the professional corporation to take such action as may be necessary or advisable to effect the qualification of the professional corporation to do business as a foreign corporation in any of such states, territories, possessions or foreign countries and in connection therewith to appoint and substitute all necessary agents or attorneys for service of process, to designate or change the location of all necessary statutory offices, and to execute, acknowledge, verify, deliver, file or cause to be published any necessary applications, papers, certificates, reports, consents to service of process, powers of attorney and other instruments as may be required by any of such laws, and, whenever it is expedient for the professional corporation to cease doing business and withdraw from any such state, territory, possession or foreign country, to revoke any appointment of agent or attorney for service of process and to file such applications, papers, certificates, reports, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the professional corporation to do business in any such state, territory, possession or foreign country.

Payment of Expenses.

RESOLVED, that the officers of the professional corporation be, and they hereby are, authorized, empowered and directed to pay all charges and expenses incident to or arising out of the organization of the professional corporation and to reimburse any person who has made any disbursement therefor.

Agent for Service of Process

RESOLVED, that John Doe, 1234 Main Street, Little Rock, AR 72201 shall be appointed the professional corporation's agent for service of process.

General Authorization

RESOLVED, that the officers of the professional corporation are, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the professional corporation, to make all other arrangements and to take all further action, including the payment of expenditures and the preparation of officer’s certificates or any other documents, as the officer deems necessary or appropriate in order to fully effectuate the purposes of the foregoing resolutions.

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RESOLVED, that any and all actions taken by any officer of the professional corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board of Directors for its approval prior to such actions being taken.

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IN WITNESS WHEREOF, this consent has been executed as of the date below.

Date:_____

_____
John Doe

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ACTION BY WRITTEN CONSENT
OF THE INCORPORATOR
OF
WXYZ Services, Inc.
an Arkansas Corporation,
May 10, 2012

The undersigned, acting as the incorporator of WXYZ Services, Inc. an Arkansas corporation (the "Corporation"), does hereby approve and adopt the following resolutions by this written consent (this "Written Consent") pursuant to the laws of the state of Arkansas, which shall be effective upon the commencement of the Corporation's existence.

The Board of Directors of the Corporation shall consist of number (1) director(s). Each person named below is hereby elected to serve as a director of the Corporation until such time as his or her successor is duly elected and qualified.

John Doe

The officers of the Corporation, as elected by the Corporation's Board of Directors, are authorized and directed to insert a copy of this Written Consent in the minute book of the Corporation.

The undersigned, the incorporator of the Corporation, hereby resigns as the incorporator of the Corporation, effective immediately following his or her execution of this Written Consent below.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, executes this Written Consent as of the date set forth above.

John Doe, Incorporator

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ACTION BY UNANIMOUS WRITTEN CONSENT IN
LIEU OF FIRST MEETING OF THE BOARD OF DIRECTORS
OF
WXYZ Services, Inc.,
an Arkansas Corporation

The undersigned, constituting all of the members of the board of directors (the "Board") of WXYZ Services, Inc. an Arkansas corporation (the "Corporation"), in lieu of holding a meeting of the Board, do hereby approve and adopt the following resolutions by this unanimous written consent ("Written Consent") pursuant to the laws of the state of Arkansas.

Adoption of Bylaws

RESOLVED, that the bylaws presented to the Board and attached hereto are adopted as the bylaws of the Corporation ("Bylaws") and amend, restate, and supersede the Corporation's prior existing bylaws, if any, in their entirety.

Stock Issuance

RESOLVED, that the Corporation is hereby authorized to issue and sell shares of common stock of the Corporation, $1.00 par value (the "Shares"), to each person named below in exchange for the indicated capital contribution listed below.

Name of Shareholder	Number of Shares	Capital Contribution ($)
John Doe	100	$100.00
Jane Doe	100	$100.00

FURTHER RESOLVED, that the consideration to be received for the above-mentioned Shares is adequate and approved, and that, upon receipt of such contribution and final copies of all appropriate documentation required by Corporation, the officers of the Corporation are hereby authorized to execute and deliver to each person named above a certificate representing the number of Shares set forth above, and such Shares shall be validly issued, fully paid and non-assessable common stock of the Corporation.

Election of Officers

RESOLVED, that the following individuals are hereby elected to serve in the offices of the Corporation set forth opposite their respective names until their respective successors are duly elected and qualified or their earlier resignation or removal:

President: John Doe

Treasurer: John Doe

Secretary: John Doe

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Corporate Documents and Proceedings

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books which may be required by the laws of Arkansas or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

FURTHER RESOLVED, that the officers of the Corporation are authorized and directed to maintain a minute book containing the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's Shareholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's Shareholders shall from time to time direct.

FURTHER RESOLVED, that the Secretary of the Corporation is authorized and instructed to insert a copy of the Articles of Incorporation of the Corporation as filed in the office of the Arkansas Secretary of State and certified by the Arkansas Secretary of State and a copy of the Bylaws, as each such document is amended from time to time, in the minute book of the Corporation.

FURTHER RESOLVED, that the Corporation shall have a corporate seal in the form of two concentric circles with the name of the Corporation between the two circles and the year of incorporation and "Arkansas" within the inner circle.

FURTHER RESOLVED, that the form of stock certificate has been presented to the Board for review and is hereby approved and adopted as the form stock certificate of the Corporation and the Secretary is directed to insert a specimen of such stock certificate in the minute book of the Corporation.

FURTHER RESOLVED, that the Secretary of the Corporation is hereby authorized and directed to insert a copy of the Bylaws as amended from time to time in the minute book of the Corporation and to see that a copy is kept at the principal executive office for the transaction of business of the Corporation.

FURTHER RESOLVED, that all actions taken by the Corporation's incorporator, LegalZoom.com, Inc. and/or its agents, in connection with the formation of the Corporation are hereby in all respects approved, ratified and affirmed for and on behalf of the Corporation.

Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on December 31.

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Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall be located at 1234 Main Street, Little Rock, AR, 72201.

Bank Account

RESOLVED, that the officers of the Corporation are hereby authorized to establish an account in the name of the Corporation with any federally insured depository institution and complete, execute and deliver any and all documents as may be reasonably required by any such depository institution to establish any such account including, but not limited to, standard signature card and/or form banking resolutions.

RESOLVED FURTHER, that standard form resolutions as may be reasonably required by any such depository institution to be adopted by this Board in connection with the establishment of such account are hereby deemed adopted as resolutions of this Board pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, as to which the Secretary may certify and that any depository institution that receives a copy of these resolutions from the Corporation that is certified by the Secretary is entitled to rely thereon for all purposes to establish appropriate accounts in Corporation's name until such depository institution is otherwise notified by Corporation.

Qualification to do Business

RESOLVED, that for the purpose of authorizing the Corporation to do business under the laws of any state, territory or possession of the United States or of any foreign country in which it is necessary or convenient for the Corporation to transact business, the officers of the Corporation are hereby authorized in the name and on behalf of the Corporation to take such action as may be necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in any of such states, territories, possessions or foreign countries and in connection therewith to appoint and substitute all necessary agents or attorneys for service of process, to designate or change the location of all necessary statutory offices, and to execute, acknowledge, verify, deliver, file or cause to be published any necessary applications, papers, certificates, reports, consents to service of process, powers of attorney and other instruments as may be required by any of such laws, and, whenever it is expedient for the Corporation to cease doing business and withdraw from any such state, territory, possession or foreign country, to revoke any appointment of agent or attorney for service of process and to file such applications, papers, certificates, reports, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any such state, territory, possession or foreign country.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted

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by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses arising out of the incorporation and formation of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

Agent for Service of Process

RESOLVED, that John Doe, 1234 Main Street, Little Rock, AR, 72201 shall be appointed the Corporation's agent for service of process.

Subchapter S Election

RESOLVED, that the Corporation shall elect to be taxed as a "small business corporation" under Subchapter S of the Internal Revenue Code, as amended and under the parallel provisions of the laws of the state of Arkansas and the officers of the Corporation are hereby authorized and directed to complete and file all proper and necessary documentation and take all appropriate actions necessary for such election including, but not limited to, obtaining the consent of each Shareholder of the Corporation to such Subchapter S election.

General Authorization

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, in the name of and on behalf of the Corporation, to make all other arrangements and to take all further action, including the payment of expenditures and the preparation of officer's certificates or any other documents, as the officer deems necessary or appropriate in order to fully effectuate the purposes of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

IN WITNESS WHEREOF, the undersigned, being all the directors of the Corporation, execute(s) this Written Consent as of the date set forth below.

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IN WITNESS WHEREOF, this consent has been executed as of the date below.

Date:_____

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John Doe

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