ACTION BY WRITTEN CONSENT
OF THE INCORPORATOR
IN LIEU OF INITIAL DIRECTORS OF
WXYZ Services, P.C.
A Tennessee Professional Corporation,
As of April 11, 2012

The undersigned incorporator of WXYZ Services, P.C. a Tennessee Professional Corporation, took the following actions on the above date, pursuant to Section 607.0205 of the Tennessee 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 corporation.

Signed as of the above date.

LegalZoom.com, Inc., Incorporator

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

The undersigned, being all of the directors of WXYZ Services, P.C., a Tennessee Professional Corporation (the "Corporation"), hereby adopts the following resolutions by written consent and directs that this consent be filed with the minutes of the proceedings of the Board of Directors:

Adoption of Bylaws:

RESOLVED, that the bylaws attached hereto are hereby adopted as the bylaws of the professional corporation.

Stock Issuance.

RESOLVED, that the Corporation is hereby authorized to issue and sell shares of Common Stock of the Corporation to each person named below in exchange for the indicated capital contribution:

Name of Stockholder	Number of Shares	Capital Contribution ($)
John Doe	500	$1000

FURTHER RESOLVED, that the consideration to be received for the above-mentioned shares is adequate and approved, and the President and Secretary of the Corporation are hereby authorized to execute and deliver to each person named above a certificate representing the shares of fully paid and non-assessable Common Stock of the 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 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: Jane Doe
Secretary: Jane Doe

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Corporate Documents and Proceedings.

RESOLVED, that the officers of the 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 Tennessee or of any state 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 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 stockholders, together with such documents and papers, including this Written Consent, as the Corporation, its Board of Directors or its stockholders shall from time to time direct.

FURTHER RESOLVED, that the Secretary of the Corporation be, and he hereby is, authorized and instructed to insert in the minute book of the Corporation a copy of the Charter as filed in the office of the Tennessee Secretary of State and certified by said Secretary of State.

FURTHER RESOLVED, that a corporate seal is adopted as the seal of this Corporation in the form of two concentric circles, with the name of the Corporation, and Tennessee Professional 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 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 Corporation be, and hereby is, authorized, empowered and directed to insert a copy of the bylaws in the minute book of the Corporation and to see that a copy of said bylaws similarly certified, is kept at the principal executive office for the transaction of business of the Corporation.

Annual Accounting Period.

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

Principal Executive Office.

RESOLVED, that the principal executive office of the Corporation shall be located at 1234 Main Street, Nashville, TN 37201.

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Bank Account.

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

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 proper 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.

Required Reports.

RESOLVED, that the Officers of the Corporation are authorized to and shall timely file reports with the Secretary of State of the State of Tennessee.

Payment of Expenses.

RESOLVED, that the officers of the 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 Corporation and to reimburse any person who has made any disbursement therefor.

Agent for Service of Process

RESOLVED, that United States Corporation Agents, Inc., 3903 Volunteer Dr, Ste, 299, Chattanooga, TN 37416, shall be appointed the Corporation's agent for service of process.

General Authorization

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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 of Directors for its approval prior to such actions being taken.

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

Date:_____

_____
John Doe

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