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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA)

SHELBY COUNTY)

**CERTIFICATE OF FORMATION
OF
GENOPATH DELTA, LLC**

The undersigned, acting as the organizer of a limited liability company under the Alabama Limited Liability Company Law, Code of Alabama, Title 10A, Chapters 1 to the extent applicable and Chapter 5, (1975) as the same may be amended from time to time, hereby adopts the following Certificate of Formation for **GenoPATH Delta, LLC** (the "Limited Liability Company"):

**ARTICLE ONE
NAME**

The name of the Limited Liability Company is **GenoPATH Delta, LLC**.

**ARTICLE TWO
PERIOD OF DURATION**

The Limited Liability Company shall continue in existence until dissolved in accordance with the provisions of the Limited Liability Company's Operating Agreement, or, if there is no provision in an Operating Agreement of the Limited Liability Company governing dissolution of the Limited Liability Company, then in accordance with the provisions of the Alabama Limited Liability Company Law.

**ARTICLE THREE
PURPOSE**

The business of the company shall be, to the extent permitted by law, (1) to engage in the provision of medical testing services; and (2) to have and exercise all powers set forth in Code of Alabama (1975), Sections 10A-1-2.11, 2.12, and 2.13, as the same may be amended from time to time; and (3) to engage in any lawful business or other activity, related or incidental to any of the foregoing activities.

ARTICLE FOUR **INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the initial registered office is 300 Cahaba Park South, Suite 100, Birmingham, Alabama and the name of the initial registered agent of the Limited Liability Company at such address is Jason A. Stuckey.

ARTICLE FIVE **ORGANIZER**

The name and address of the organizer is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jason A. Stuckey, Esq.	300 Cahaba Park South, Suite 300 Birmingham, AL 35242

ARTICLE SIX **INITIAL MEMBERS**

The names and mailing addresses of the initial members of the Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
John L. Stoddard	4900 Preakness Circle Brownsboro, AL 35741
Future Genomics, LLC	4900 Preakness Circle Brownsboro, AL 35741
PMX, LLC	2610 Stony Branch Road Birmingham, AL 35243
MGRIFF, LLC	2320 Peacock Lane Birmingham, AL 35223
Ben Williams	211 Whistler Way Hattiesburg, MS 39042

ARTICLE SEVEN ADDITIONAL MEMBERS

Additional members may be admitted in accordance with the terms of the Limited Liability Company's Operating Agreement, if any. If the Limited Liability Company does not have an operating agreement that provides for the admission of additional members, additional members may be admitted with the written consent of all members at such times and upon such terms and conditions as may be mutually agreed upon by the members and the person desiring to become a member.

ARTICLE EIGHT CONTINUATION OF THE BUSINESS

In the event there are no remaining members, and except as otherwise provided in the Limited Liability Company Operating Agreement, if any, the Limited Liability Company shall be dissolved and its affairs shall be wound up unless:

- (a) the holders of all of the financial rights in the Limited Liability Company agree in writing within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or
- (b) The legal existence and business of the Limited Liability Company is continued and one or more new members are appointed in the manner stated in an operating agreement of the Limited Liability Company.

For the purpose of this Article, all of the financial rights owners means interests of one or more remaining financial rights owners which, when taken together, own one hundred percent (100%) of the capital interests and one hundred percent (100%) of the profits interests of the remaining financial rights owners.

ARTICLE NINE MANAGEMENT

The management of the Company is vested in its members. The names of the initial members of the Company are as listed in Article Six. Subject to any provisions in an operating agreement of the Company, or the provisions of the Alabama Limited Liability Company Act restricting or enlarging the management rights and duties of any person or group or class of persons, the members shall have the right and authority to manage the

business or affairs of the Limited Liability Company and to make all decisions with respect thereto.

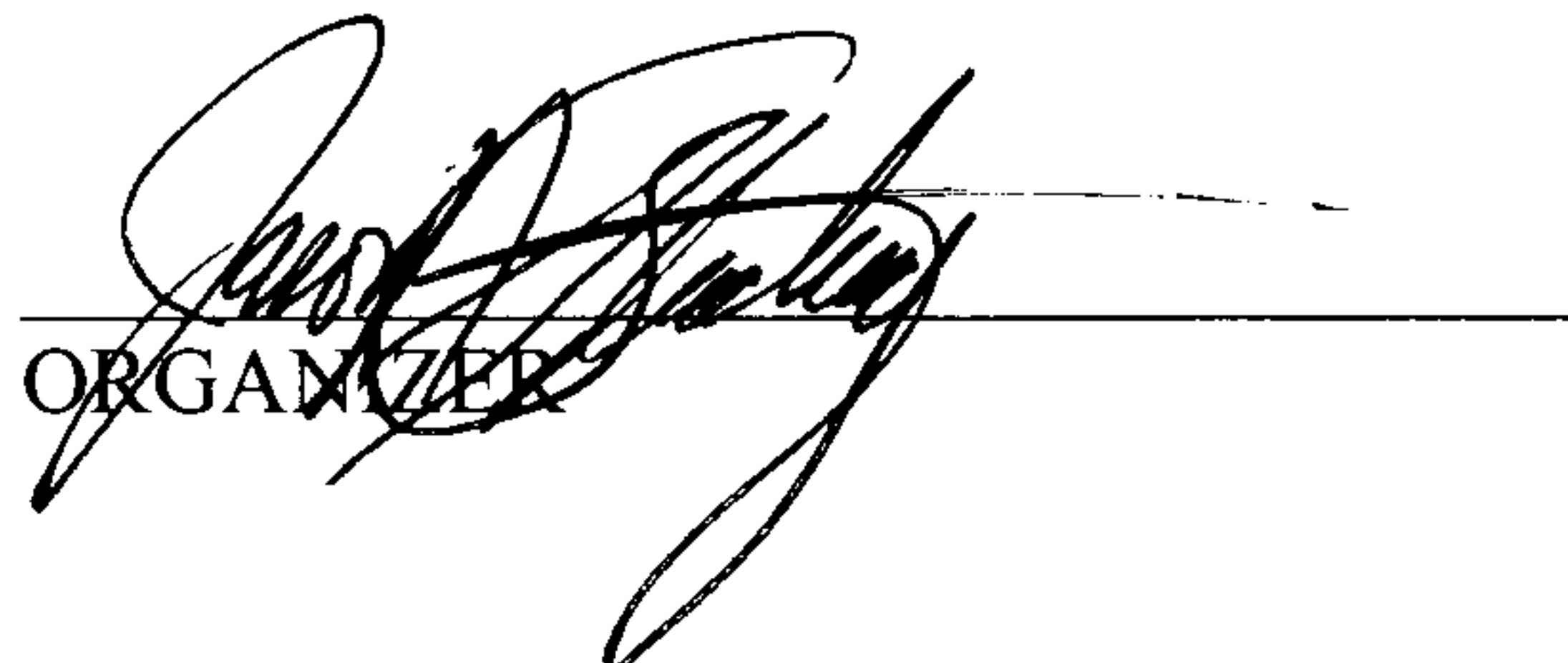
ARTICLE TEN UNITS OF OWNERSHIP

The Company's Units of Ownership shall be divided into Class A Units and Class B Units. Owners of Class A Units shall have voting rights. Class B Units shall convey no voting rights to the owners. Otherwise, except as expressly may be provided in the Operating Agreement, Class A Units and Class B Units shall be equal in all respects. In the event any person who owns a Class A Unit transfers a Class A Unit, thereupon such transferred Class A Unit shall be converted automatically into a transferred Class B Unit unless otherwise agreed upon by all Members.

ARTICLE ELEVEN AMENDMENT OF ARTICLES OF ORGANIZATION

This Certificate of Formation may be amended only by the unanimous vote or written consent of all of the members of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as the organizer, all as of the 25th day of July, 2013, and affirms that the facts herein are true under penalties for perjury prescribed by Code of Alabama, Section 13A-10-103 (1975) or its successor.



ORGANIZER

This Instrument Prepared By:

Jason A. Stuckey, Esq.
MOSES & MOSES, P.C.
300 Cahaba Park Circle, Suite 100
Birmingham, AL 35242
205-967-0901 telephone
205-967-0942 fax


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Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

GenoPATH Delta, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Jason A. Stuckey, 300 Cahaba Park Circle, Suite 100, Birmingham, AL 35242 for a period of one hundred twenty days beginning July 15, 2013 and expiring November 13, 2013.



631-348

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

July 15, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State

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