

**CERTIFICATE OF FORMATION
OF
GUARDIAN HEALTHCARE CONSULTING, LLC**

Pursuant to the Alabama Limited Liability Company Law as set forth in Chapter 1 and Chapter 5 of the Alabama Business and Nonprofit Entity Code, the undersigned hereby adopts the following Certificate of Formation:

**ARTICLE I
NAME**

The name of the limited liability company is **GUARDIAN HEALTHCARE CONSULTING, LLC** (the "Company").

**ARTICLE II
TYPE**

The Company is a limited liability company.

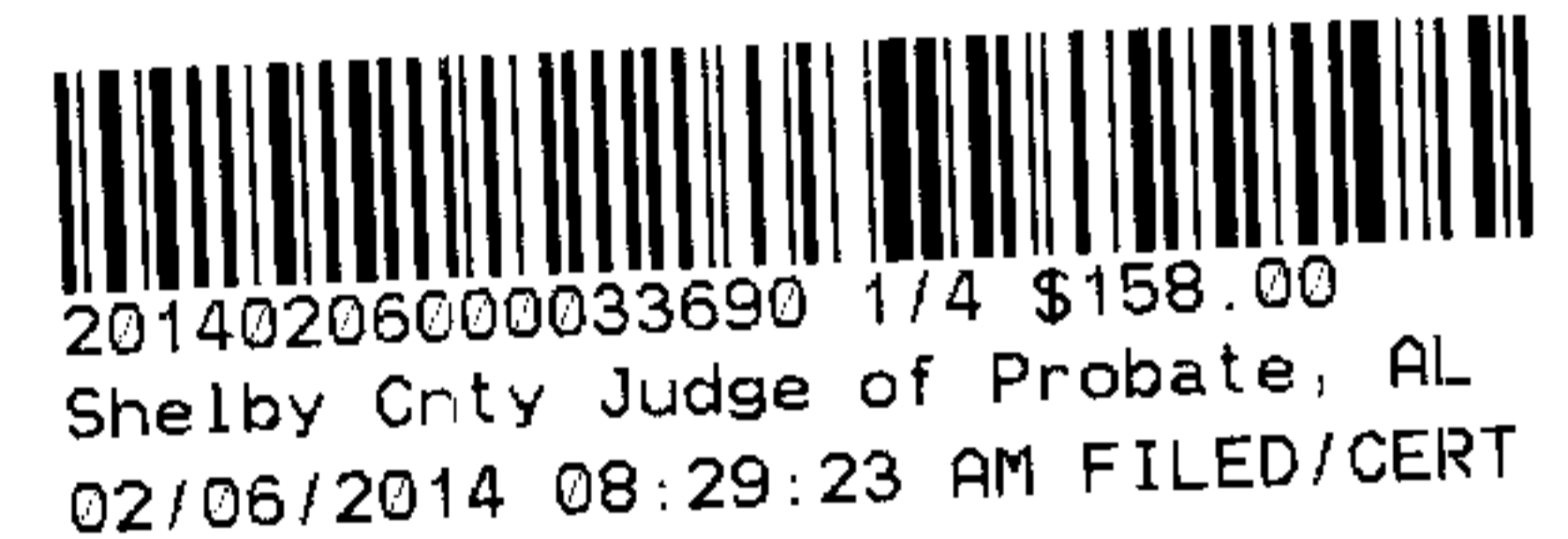
**ARTICLE III
DURATION**

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Business and Nonprofit Entity Code or the Operating Agreement of the Company.

**ARTICLE IV
PURPOSES**

The purposes for which the Company is formed are:

- (a) To perform consulting;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, management and other services of every nature, kind and character, which it may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer



and otherwise dispose of real or personal property, or any interest therein;

- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Alabama Limited Liability Company Law.

ARTICLE V REGISTERED OFFICE; REGISTERED AGENT

The location and street address of the initial registered office of the Company shall be 4000 Eagle Point Corporate Dr, Birmingham, AL 35242 and its registered agent at such address shall be Norman Saia, Jr. The mailing address of the initial registered office of the Company shall be 4000 Eagle Point Corporate Dr, Birmingham, AL 35242.

ARTICLE VI ORGANIZER

The name and mailing address of the Organizer is:

Norman Saia, Jr.
4000 Eagle Point Corporate Dr, Birmingham, AL 35242

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ARTICLE VII ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company.

ARTICLE VIII DISSOLUTION BY REASON OF CESSATION OF MEMBERSHIP

The cessation of membership of one or more members of the Company will not result in the dissolution of the Company.

ARTICLE IX MANAGER

The Manager(s) of the Company shall have the power to manage the business and affairs of the Company as provided in the Operating Agreement. The names and addresses of the initial Managers of the Company, and who shall serve until their successors are elected and begin serving, are:


Norman Saia, Jr.
4000 Eagle Point Corporate Dr, Birmingham, AL 35242

IN WITNESS WHEREOF, this Certificate of Formation has been executed as of the 6th
day of February, 2014, by the undersigned, as its Organizer, who affirms that
the statements made herein are true under the penalties of perjury.

Organizer

This document prepared by:

Nicole Romano Saia
Attorney at Law, LLC


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Jim Bennett
Secretary of State

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

STATE OF ALABAMA

**I, Jim Bennett, 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:

Guardian Healthcare Consulting, LLC

This name reservation is for the exclusive use of Nicole Saia Attorney at Law, p o
box 380786, birmingham, AL 35238 for a period of one year beginning February
04, 2014 and expiring February 04, 2015

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**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.**

February 04, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State