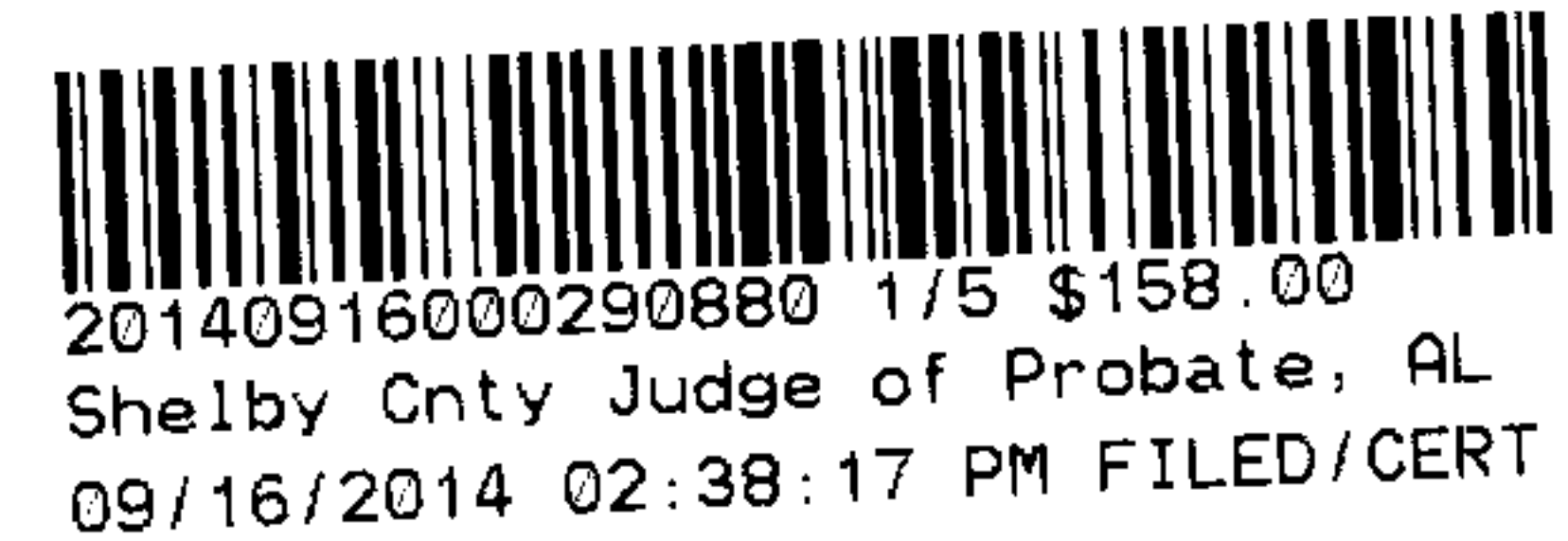


This instrument was prepared by:
Christopher S. Hamer, Esq.
HAMER LAW GROUP, LLC
205 20th Street North, STE 710
Birmingham, Alabama 35203

STATE OF ALABAMA)
COUNTY OF SHELBY)



**CERTIFICATE OF FORMATION
OF
GROOPYOO TECHNOLOGIES, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10A, Chapter 5 of the Code of Alabama (1975), as amended (the “Law”), hereby files the following Certificate of Formation with the probate judge of the County in which the initial registered office of the limited liability company will be located and attests that the facts stated in this Certificate of Formation are true and correct:

**ARTICLE I
NAME**

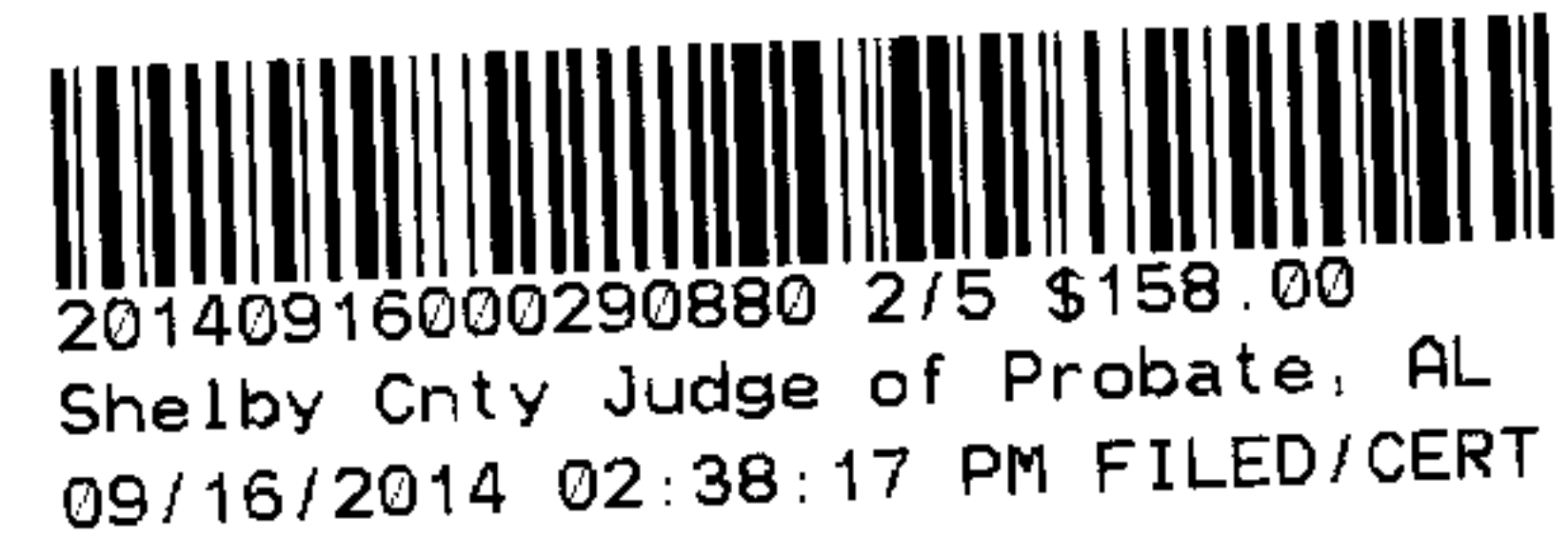
The name of this limited liability company (sometimes referred to in this Certificate of Formation as the “Company”) shall be:

GroopYoo Technologies, LLC

**ARTICLE II
DURATION**

The period of duration of the Company shall commence on the date of the filing of these Articles of Organization in the office of the Judge of Probate of Shelby County, Alabama, and shall be perpetual, provided, however, that the Company shall be dissolved: (a) upon written consent of all the Members; (b) as provided in the Operating Agreement; or (c) as may be required by the Law.

ARTICLE III PURPOSES



The nature of the business of the Company and its objects, purposes and powers are:

- (a) To engage in the transaction of any and all lawful business for which a limited liability company may be organized under the Law;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and to hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any limited liability company may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws the State of Alabama;
- (d) To acquire the goodwill, rights, assets and properties, and undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay the same in cash, debt obligations of the Company or by the transfer of an interest or the granting of a membership in the Company or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and
- (e) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Company.

The enumeration herein of the powers, objects and purposes of the Company shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Company is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.



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Shelby Cnty Judge of Probate, AL
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ARTICLE IV
INITIAL REGISTERED AGENT/OFFICE

The name, location and mailing address of the initial registered agent/office of the Company shall be:

NAME

Kasey L. Birdsong

ADDRESS

1109 Rolling Hills Circle
Birmingham, Alabama 35244

ARTICLE V
INITIAL MEMBERS

The name and mailing address of the initial sole member (the "Member") of the Company is:

MEMBER

Kasey L. Birdsong

ADDRESS

1109 Rolling Hills Circle
Birmingham, Alabama 35244

ARTICLE VI
ADDITIONAL MEMBERS

The Member or any future Members of the Company reserves the right to admit additional Members upon the unanimous consent of the Members.

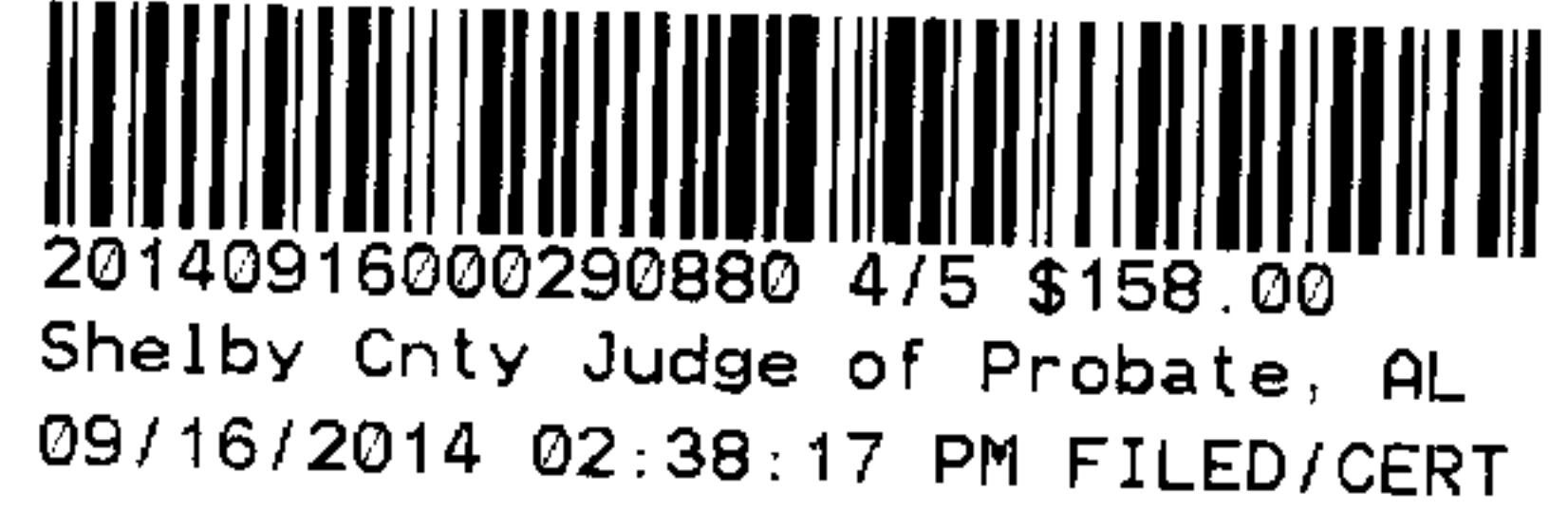
ARTICLE VII
OPERATING AGREEMENT

The Operating Agreement of the Company, if one is adopted, shall be executed by each Member of the Company and shall set forth all provisions for the regulation of the internal affairs of the Company and the conduct of its business to the extent that such provisions are not inconsistent with the laws of the State of Alabama or these Articles. The Operating Agreement may include, without limitation, provisions regarding members, company capital, allocations, distributions, management of the company, transfer of interest, dissolution, accounting and records, the tax matters partner and indemnification. Those provisions together with any other provisions included in the Operating Agreement are hereby incorporated by reference.

ARTICLE VIII
DISSOLUTION CAUSED BY CESSATION OF MEMBERSHIP

The cessation of membership of one or more Members for any reason shall not cause the dissolution of the Company.

ARTICLE IX
MANAGEMENT



The management of the Company shall be vested in its Members.

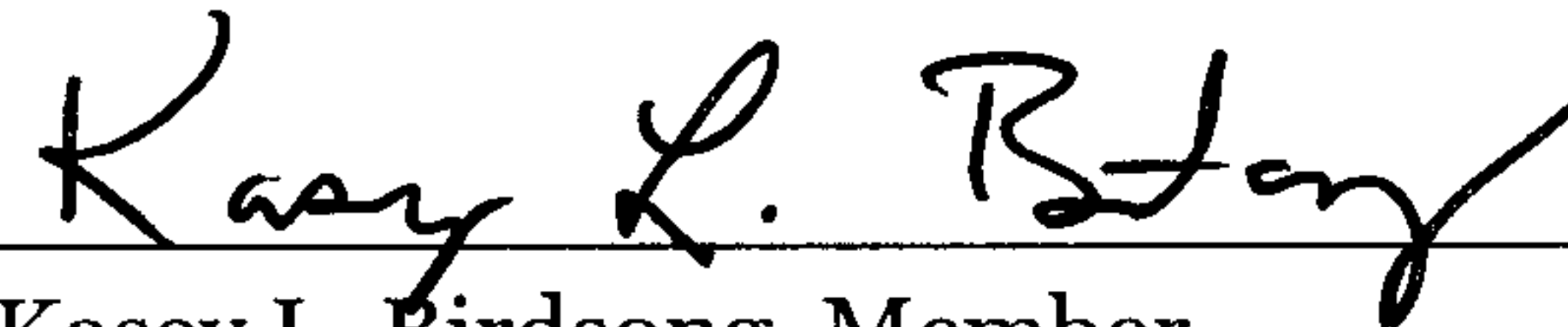
ARTICLE X
INDEMNIFICATION

The Company may indemnify its members, officers, agents and employees to the maximum extent permitted by law.

ARTICLE XI
AMENDMENT

The Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Formation in the manner now or hereafter provided by law, and all rights conferred herein upon holders of membership interests are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Member has executed this Certificate of Formation on this the 10 day of September, 2014.

 9.10.2014
Kasey L. Birdsong, Member

Jim Bennett
Secretary of State

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

STATE OF ALABAMA

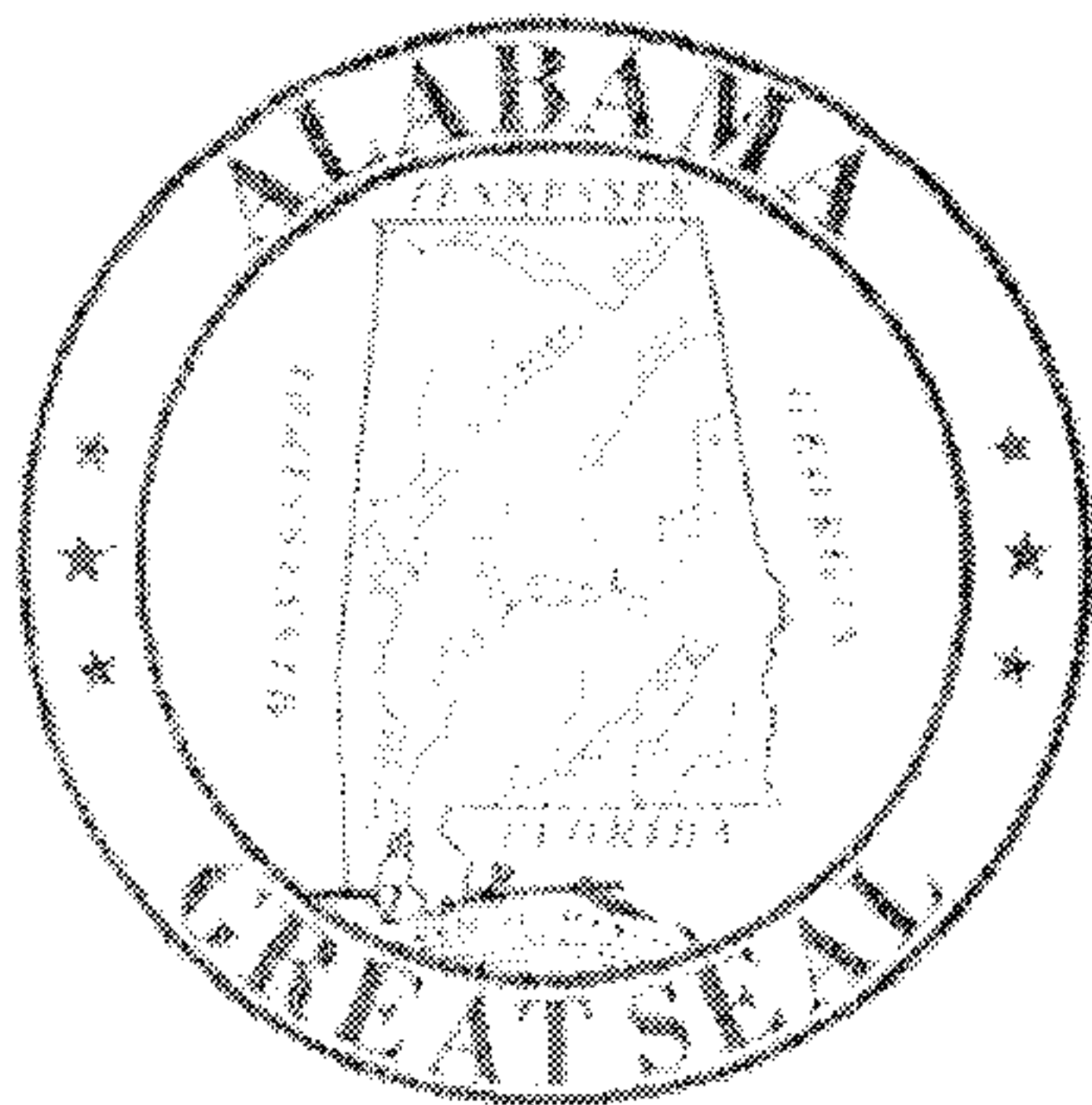
**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

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:

GroopYoo Technologies, LLC

This name reservation is for the exclusive use of Hamer Law Group, LLC, 205
20th Street North - Suite 710, Birmingham, AL 35203 for a period of one year
beginning September 10, 2014 and expiring September 10, 2015

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Shelby Cnty Judge of Probate, AL
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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.**

September 10, 2014

Date

A handwritten signature in black ink, appearing to read 'Jim Bennett', written over a horizontal line.

Jim Bennett

Secretary of State