

**CERTIFICATE OF FORMATION
OF
INTERNATIONAL SOCIETY OF MANAGEMENT EDUCATION, LLC**

The undersigned, for the purpose of forming a limited liability company under Title 10, Chapter 12 of the Code of Alabama, (1975), as amended (the "Alabama Limited Liability Company Act"), hereby file 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 affirm that the facts stated in these Certificate of Formation are true and correct:

ARTICLE I

Name

The name of the limited liability company ("Company") is INTERNATIONAL SOCIETY OF MANAGEMENT EDUCATION, LLC.

ARTICLE II

Duration

The Company shall continue in existence until it is dissolved in accordance with the provisions of the operating agreement, or, if there is no operating agreement or no provision in the operating agreement governing the duration of the Company, then in accordance with the Alabama Limited Liability Company Act, as amended.

ARTICLE III

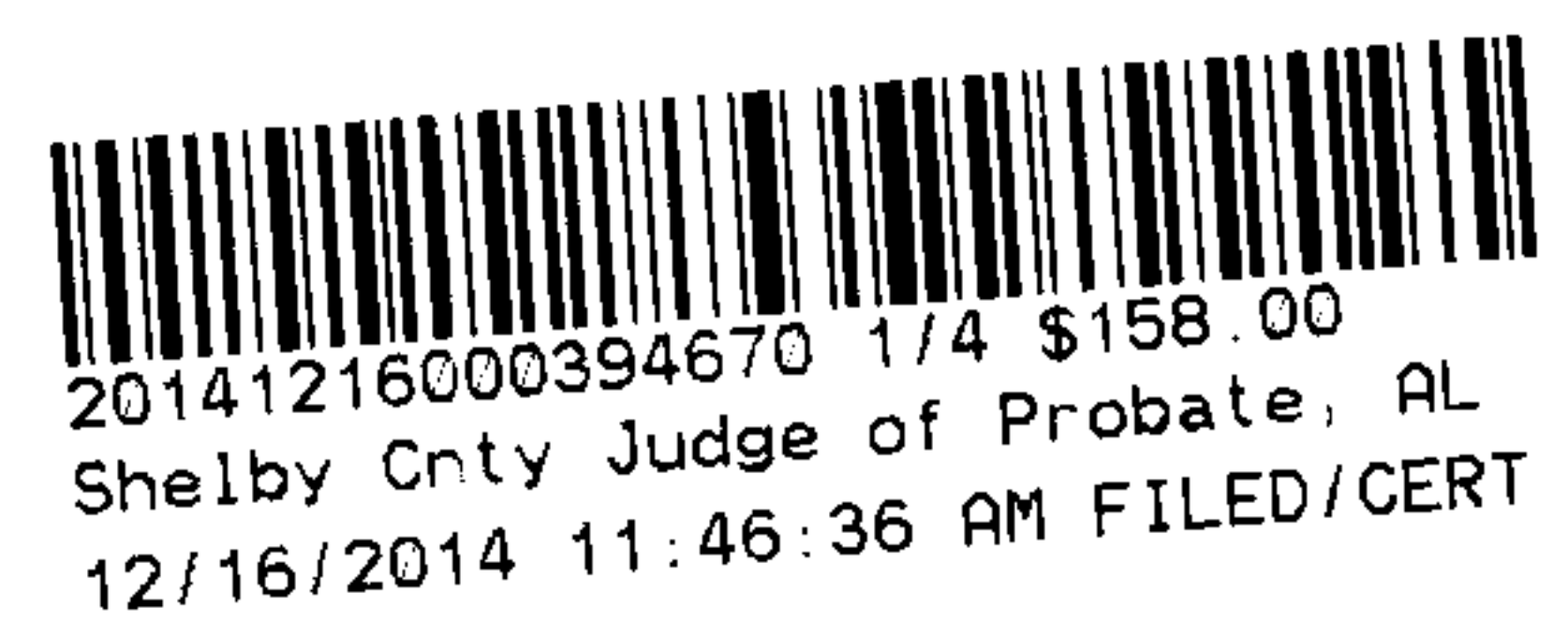
Purposes

The Company has been organized for the primary purpose of offering training and consulting services for businesses and for any lawful purpose or purposes for which a limited liability company may be organized under the laws of the State of Alabama.

ARTICLE IV

Registered Agent and Office

The address of the Company's initial registered office in Alabama is 1300 Corporate Drive, Birmingham, Alabama 35242. The name of the Company's initial registered agent at that address is Randall May.



**ARTICLE V
Organizer**

The name and address of the Company's organizer is as follows:

Randall May
1300 Corporate Dr.
Birmingham, AL 35242

**ARTICLE VI
Management**

The Company shall be managed by its initial member. In the event that additional members are admitted pursuant to Article VII, the Company shall be managed by its members, with each member having an equal right to participate in such management.

**ARTICLE VII
Admission of New Members**

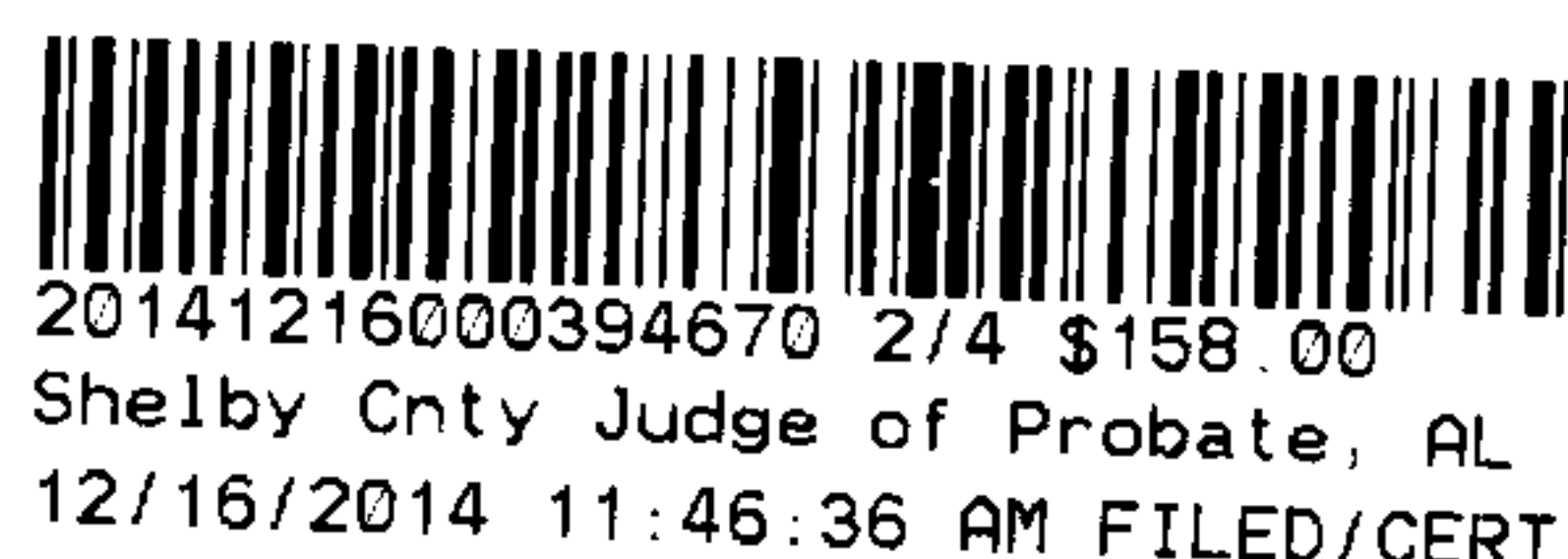
The sole member of the Company shall have the right to admit new members from time to time. In the event the sole member has admitted new members, any additional members may be admitted only upon the unanimous written consent of the existing members, and such existing members shall determine the amount and nature of contributions by new members at the time such new members are admitted.

**ARTICLE VIII
Continuity of Business**

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution, or dissociation of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the written consent of all the remaining members of the Company within 90 days after the occurrence of the terminating event.

**ARTICLE IX
Powers**

The Company shall have the same powers as a natural person to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the powers set

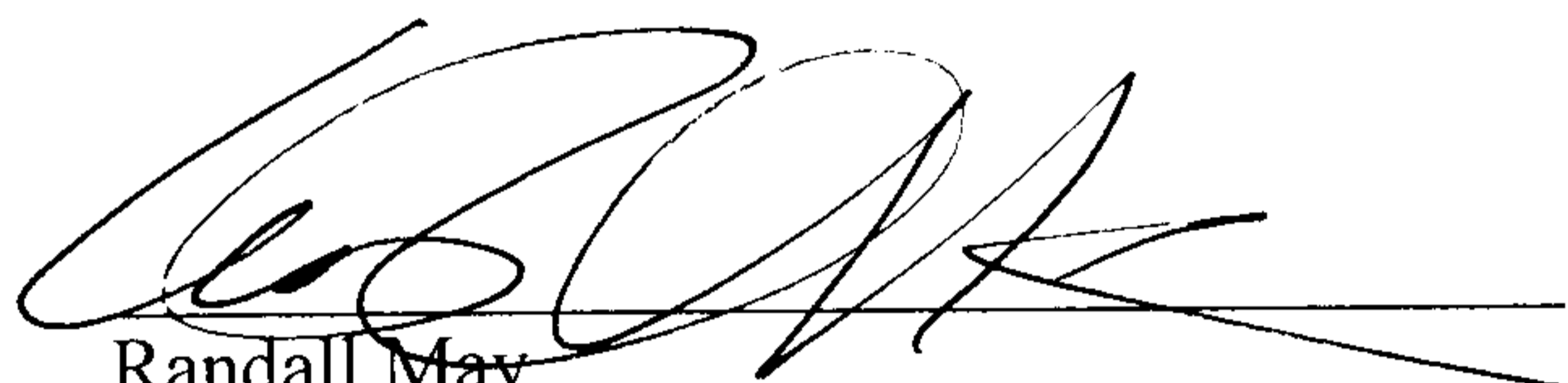



forth in §10-12-4, Code of Alabama (1975), as the same may hereafter be amended from time to time.

ARTICLE X
No Liability

The member(s) of the Company shall have no liability for any debt, obligation, or liability of the Company, as provided in the Alabama Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned organizer has executed this Certificate of Formation on this 12th day of DECEMBER, 2014, at Birmingham, Alabama.


Randall May
Organizer and Registered Agent


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Shelby Cnty Judge of Probate, AL
12/16/2014 11:46:36 AM FILED/CERT

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

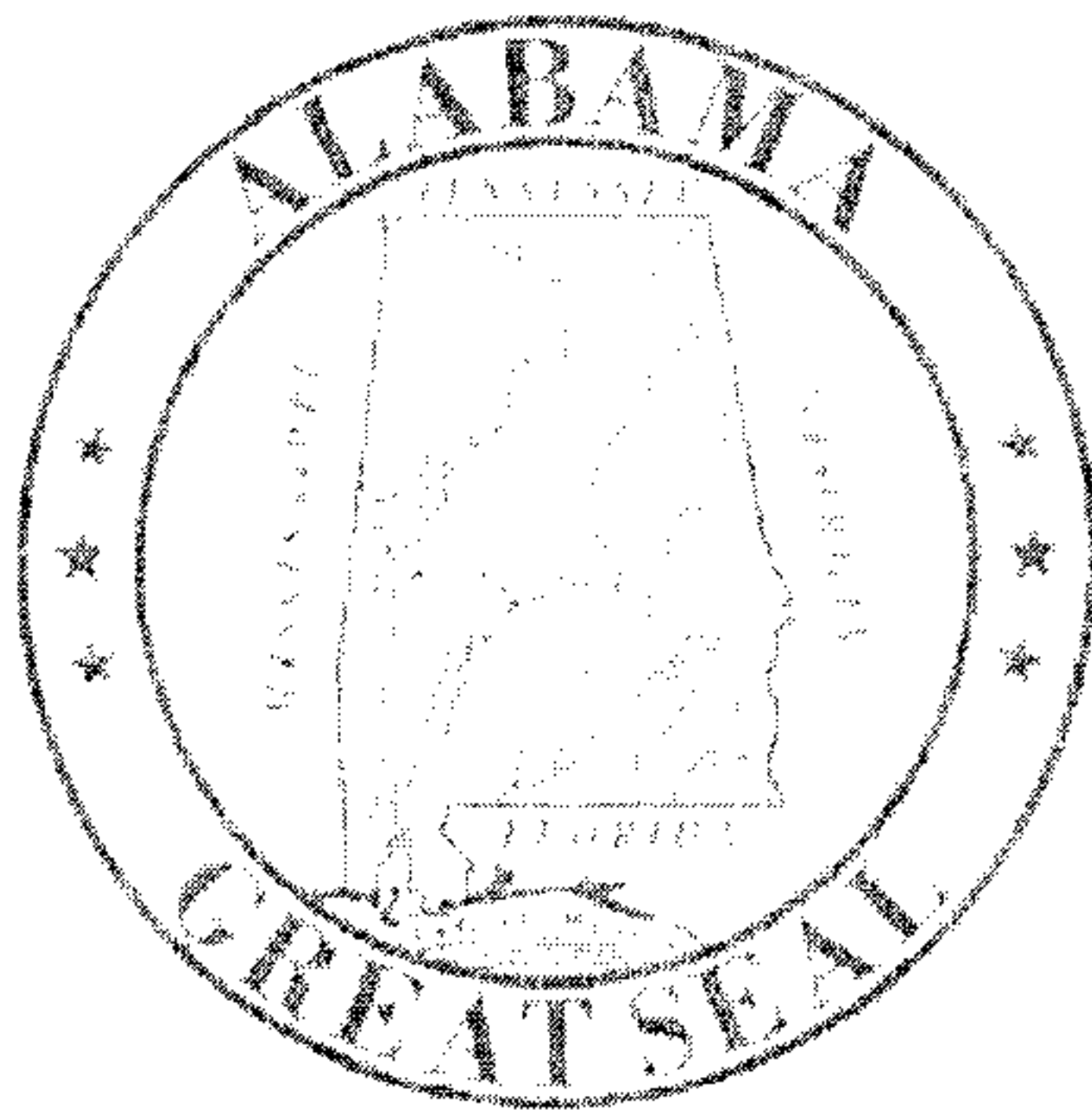
pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

International Society of Management Education, LLC

This name reservation is for the exclusive use of Randall May, P.O. Box 380275, Birmingham, AL 35238 for a period of one year beginning December 05, 2014 and expiring December 05, 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.

December 05, 2014

Date

RES674877

Jim Bennett

Secretary of State