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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

ARC Partners Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk In
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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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TALLAHASSEE, FLORIDA

Ordered By: _____

Date: _____

P. Hall

DEC 29 1998

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**ARTICLES OF INCORPORATION
OF
ARC PARTNERS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act (the "FGCA"), adopts the following articles of incorporation for such corporation:

1. The name of the corporation is ARC Partners, Inc.

2. The street address of the corporation's principal office is:

111 Westwood Place
Suite 402
Brentwood, TN 37207

3. The number of shares of stock the corporation is authorized to issue is 1,000, no par value per share.

4. The shareholders of the corporation shall not have preemptive rights.

5. (a) The name of the corporation's initial registered agent is NRAI Services, Inc.

(b) The street address of the corporation's initial registered office in Florida is:

526 East Park Avenue
Tallahassee, FL 32301

6. The name and address of the sole incorporator is:

Sheldon M. Francis
Bass, Berry & Sims PLC
First American Center
Nashville, TN 37238-2700

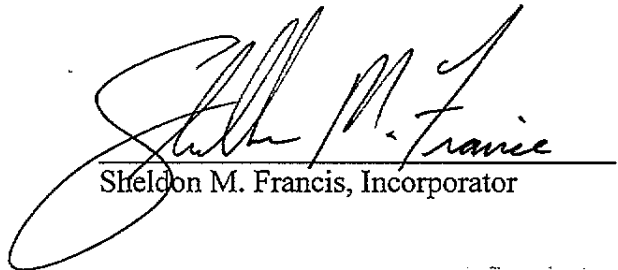
7. The board of directors shall initially consist of one (1) director. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the member of the initial board of directors is:

W. E. Sheriff
111 Westwood Place
Suite 402
Brentwood, TN 37207

8. To the fullest extent permitted by the FGCA as in effect on the date hereof and as hereafter amended from time to time, a director of the corporation shall not be liable to the

corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the FGCA or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FGCA, as so amended from time to time.

Dated: December 28th 1998



Sheldon M. Francis, Incorporator

656271.3

**CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT**

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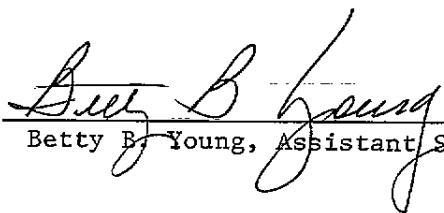
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is ARC Partners, Inc.
2. The name and address of the registered office and registered agent is:

NRAI Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Betty B. Young, Assistant Secretary

12/29/98

Date