RI SOS Filing Number: 201289802150 Date: 02/17/2012 12:31 PM

Filing Fee: $50.00

ID # 713024

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

FILED
FEB 17 2012
BY

CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY

Astonish Results, LLC

(Insert full name of the entity following the conversion)

SECTION I: TO BE COMPLETED BY ALL CONVERTING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned (***check one box only***):

☑ Limited Liability Company or ☐ Business Corporation

submits the following Certificate of Conversion for the purpose of converting to a non-Rhode Island Entity (***check one box only***):

☐ "Other entity" or ☐ Business Corporation or ☐ Sole Proprietorship or

☐ Partnership (General, Limited, or Limited Liability Partnership) or ☑ Limited Liability Company

a. The name of the converting entity filing this Certificate of Conversion is:
Astonish Results, LLC

If the entity's name has been changed, the name under which it was originally organized:
Digital Marketing Results, L.P.

b. The date on which the converting entity was first created, formed, or otherwise came into being is:
May 16, 2006

c. The jurisdiction to which the entity is converting is: **Delaware**

d. The name of the entity following the conversion is: **Astonish Results, LLC**

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CORPORATIONS DIV
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e. This conversion has been approved in the manner provided for in §§ 7-1.2-1008 and 7-16.5.2(e) of the Rhode Island General Laws, 1956, as amended.

f. The converting entity revokes the authority of its registered/resident agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the entity was authorized to transact business in this state may subsequently be made on the entity by service thereof on the Secretary of State of the State of Rhode Island, to which the converting entity irrevocably appoints the Secretary of State as it's agent to accept such service of process.

g. The address to which the Secretary of State may mail a copy of any process against the entity that is served on the Secretary of State:
c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801

h. The future date or time certain of the conversion is: February 17, 2012

Form 611A
Revised: 06/11

SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Conversion, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: February 15, 2012

Astonish Results, LLC (the Delaware entity)

Print Name of other entity

By: _____
Signature of Authorized Person
John Boudreau

By: _____
Signature of Authorized Person

OR

Print Name of Partnership

By: _____
Signature of Partner

By: _____
Signature of Partner

By: _____
Signature of Partner

Print Name of Corporation

By: _____
Signature of Authorized Person

By: _____
Signature of Authorized Person

OR

Print Name of Sole Proprietorship

By: _____
Signature of Sole Proprietor

OR

Astonish Results, LLC (the Rhode Island entity)

Print Name of Limited Liability Company

By: _____
Signature of Authorized Person
John Boudreau

By: _____
Signature of Authorized Person

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is Rhode Island.

2.) The jurisdiction immediately prior to filing this Certificate is Rhode Island.

3.) The date the Non-Delaware Limited Liability Company first formed is May 16, 2006.

4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Astonish Results, LLC.

5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Astonish Results, LLC.

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IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 15th day of February, A.D. 2012.

By: _____
Authorized Person

Name: John H. Boudreau
Print or Type

STATE *of* DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE *of* FORMATION

• **First:** The name of the limited liability company is Astonish Results, LLC

• **Second:** The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington Zip Code 19801.

The name of its Registered agent at such address is The Corporation Trust Company.

• **Third:** (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this 15th day of February, 2012.

By: _____
Authorized Person(s)

Name: John H. Boudreau
Typed or Printed

STATE OF RHODE ISLAND AND
PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION
DIVISION OF TAXATION
ONE CAPITOL HILL
PROVIDENCE, RI 02908

ASTONISH RESULTS LP
300 CENTERVILLE RD STE 200E
WARWICK, RI 02886-0229

LETTER OF GOOD STANDING

It appears from our records that **ASTONISH RESULTS LP** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **01/11/2012** regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

RE-DOMESTICATION

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2012 FEB 17 PM 12: 31

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

48388423:10340575

ROBERT D. REMY
ATTORNEY AT LAW

TWO MEMORIAL CITY PLAZA
820 GESSNER, SUITE 1340
HOUSTON, TEXAS 77024

TELEPHONE (713) 465-8008
TELECOPIER (713) 465-8018

ROBERT D. REMY
robert@remylaw.com

BEVERLY M. HOLLAND
beverlyholland@remylaw.com

February 16, 2012

BY CT CORPORATION DELIVERY
Office of the Secretary of State
Of the State of Rhode Island
Division of Business Services
148 W. River Street
Providence, RI 02904-2615

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SECRETARY OF STATE
CORPORATIONS DIV
2012 FEB 17 PM 12: 30

RE: Astonish Results, LLC – Certificate of Conversion
To a Non-Rhode Island Entity
EXPEDITED FILING REQUESTED

Dear Sir or Madam:

Attached for filing are one original and one copy of a Certificate of Conversion to a Non-Rhode Island Entity for Astonish Results, LLC.

Also enclosed is an original Letter of Good Standing for Astonish Results, LP (which converted to Astonish Results LLC). **PLEASE NOTE THAT THE TAX ADMINISTRATOR AT THE RHODE ISLAND DEPARTMENT OF REVENUE ADVISED US TO REQUEST THE LETTER OF GOOD STANDING FOR "REDOMESTICATION" RATHER THAN "CONVERSION" BECAUSE *THE COMPANY WILL CONTINUE TO MAINTAIN ITS PRINCIPAL PLACE OF BUSINESS IN RHODE ISLAND AND WILL CONTINUE TO DO BUSINESS IN RHODE ISLAND.***

This avoids closing, then reopening tax accounts and re-registering to do business in Rhode Island. The company is only changing its state of jurisdiction. If you have any questions about this matter, please call the undersigned at (713) 465-8008, ext. 13.

Thank you for your assistance in this matter.

Best regards,

Beverly M. Holland, Esq.

Enclosures

State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

February 17, 2012 12:31 PM

A. RALPH MOLLIS

Secretary of State

73421-1-717636