

147738



March 19, 2012

State of Rhode Island & Providence Plantations
Office of Secretary of State
Division of Business Services
148 West River Street
Providence, RI 02901-2615

Re: Miscellaneous Filing – Change in Authorized Shares - Foreign Corporation

On November 9, 2010, MedSolutions, Inc. (MSI) became a wholly-owned subsidiary of MedSolutions Holdings, Inc. As part of this transaction, the articles of incorporation were restated, and authorized Preferred Shares went from 3,000,000 to 0, and authorized Common Shares went from 7,000,000 to 1,000.

I have attached a copy of the Amended and Restated Charter of MedSolutions, Inc. which evidences this amendment and herby certify the same to be in full force and effect as of the date hereof.

Please feel free to contact me if you have any additional questions regarding the change in shares.

PHILIP S. CLARK
GENERAL COUNSEL

MEDSOLUTIONS, INC
INTELLIGENT COST MANAGEMENT
730 Cool Springs Blvd. Suite 800
Franklin, TN 37067
Ph: 615-468-4362
Fx: 615-468-4418
philip.clark@medsolutions.com
www.medsolutions.com

FILED

MAR 21 2012 8:51

By 1166809
KMC

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2012 MAR 21 AM 8:50