

Filing Fee: \$50.00

ID # 000507200



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

2012 NOV 26 PM 1:34

SECRETARY OF STATE
DIVISION OF BUSINESS SERVICES

CERTIFICATE OF CONVERSION TO A NON-RHODE ISLAND ENTITY

ChartWise Medical Systems, Inc.

(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:

ChartWise Medical Systems, Inc.

If the entity's name has been changed, the name under which it was originally organized:

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

05/29/2012

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

- d. The name of the entity following the conversion is: ChartWise Medical Systems, Inc.

- 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 its 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:

1174 KINGSTOWN ROAD #201, WAKEFIELD, RI 02879

FILED

- h. The future date or time certain of the conversion is: Upon filing

NOV 26 2012

BY

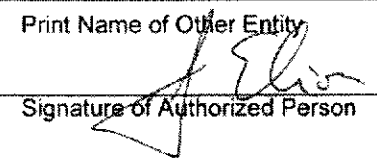
1184620

1:34

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.

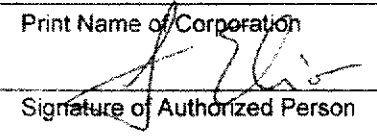
Date: _____

Print Name of Other Entity
By: 
Signature of Authorized Person
By: _____
Signature of Authorized Person

OR

Print Name of Partnership
By: _____
Signature of Partner
By: _____
Signature of Partner
By: _____
Signature of Partner

ChartWise Medical Systems, Inc.

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

Print Name of Limited Liability Company
By: _____
Signature of Authorized Person
By: _____
Signature of Authorized Person



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

KENNETH J ANDSAGER CPA
ANDSAGER BARTLETT AND PIERONI LLP
ONE CATAMORE BLVD
EAST PROVIDENCE, RI 02914

2012 NOV 26 PM 1:34

STATE OF RHODE ISLAND
DIVISION OF TAXATION

LETTER OF GOOD STANDING

It appears from our records that **CHARTWISE MEDICAL SYSTEMS INC** 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 **11/05/2012** 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:

CONVERSION TO NON-RHODE ISLAND ENTITY

Very truly yours,

David M. Sullivan
Tax Administrator

Marlen A. Bautista
Principal Revenue Agent
Office Audit and Discovery

FILED

NOV 26 2012

BY

184620

1:34

501685:10397334