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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

2015 MAY 18 PM 2:17
SECRETARY OF STATE
CORPORATIONS DIV

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is athenahealth, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
222 Jefferson Boulevard, Suite 200, Warwick, RI 02888
3. The address of the NEW registered office is:
450 Veterans Memorial Parkway, Suite 7A East Providence, Rhode Island 02914
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
Corporation Service Company
5. The name of the NEW registered agent is:
C T Corporation System
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: May 12, 2015

Signature of Authorized Officer of the Corporation

Tammy Toferoo, Vice President

Type or Print Name of Authorized Officer

FILED

MAY 18 2015

By 249150

A.A. 2:17 p.m

Power of Attorney

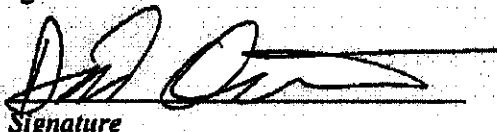
NOTICE IS HEREBY GIVEN THAT athenahealth, Inc. ("Corporation"), Corporation incorporated under the laws of Delaware, does hereby appoint Christine Rein, Kelly Lettmann, Michelle Donato, Mandy Hendricks, Dareth Jeffers, Russell Kopp, Collin Menkhus, Alan Stachura, Nicole Parnell, Amanda Panaggio, Sarah Revelle, Ryan Nelson, Natalie Pickens, Michelle Buchheit, Phally Sea, Ryan Maher, Traci Houck, Jessica Molloy, Natalie Pickens, Jeremy Puentes, Sarah Geoghegan-Copple, Tony Spain, Tammy Tofteroo, Lauren Kreatz and Steven Rullis (but only for so long as each of them, respectively, remains an employee of CT Corporation or an affiliate thereof) as attorney-in-fact for the Corporation to act for the Corporation and affiliates and subsidiaries of the Corporation attached hereto as Exhibit A, specifically incorporated herein by reference ("the Subsidiaries") in the Corporation and Subsidiaries' names for the limited purposes authorized herein.

The Corporation and Subsidiaries hereby grants its attorney-in-fact the power to execute the documents necessary to file annual reports, annual registrations, license renewals, change entities' registered agent and registered office, and forms of similar import on behalf of the Corporation and Subsidiaries in any state and the District of Columbia.

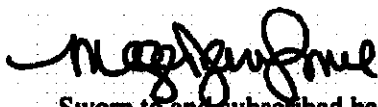
In the execution of any documents necessary for the sole, limited purpose, set forth herein, Christine Rein, Kelly Lettmann, Michelle Donato, Mandy Hendricks, Dareth Jeffers, Russell Kopp, Collin Menkhus, Alan Stachura, Nicole Parnell, Amanda Panaggio, Sarah Revelle, Ryan Nelson, Natalie Pickens, Michelle Buchheit, Phally Sea, Ryan Maher, Traci Houck, Jessica Molloy, Natalie Pickens, Jeremy Puentes, Sarah Geoghegan-Copple, Tony Spain, Tammy Tofteroo, Lauren Kreatz and Steven Rullis shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the Corporation or Subsidiaries.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on the 10th day of March, 2015.

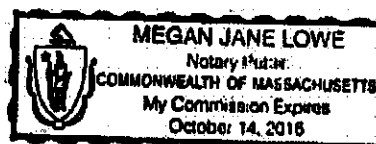

Signature

Daniel Orenstein, SVP, GC & Secretary
Name, Title



Sworn to and subscribed before me
this 10th day of March, 2015.

Notary Public, Commonwealth of Massachusetts
Commission Expires: 10/14/2016



2015 MAY 18 PM 2:18

SECRETARY OF STATE
CORPORATIONS DIV

Exhibit A

Razor Insights, LLC (GA)
athenahealth, Inc. (DE)
athenahealth MA, Inc. (MA)
Athena Arsenal, LLC (MA)
Dionysus, LLC (MA)
Silenus, LLC (MA)
Athena Point Lookout, LLC (ME)
MDP Accelerator, LLC (DE)
Epocrates, Inc. (DE)
Modality, Inc. (NC)