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 SECRETARY OF STATE
 CORPORATIONS DIV.
 2016 JUL 13 AM 11:55

Certificate of Cancellation
 FOREIGN Limited Liability Company
 → Filing Fee: \$75.00

Pursuant to the provisions of RIGL 7-16-53, the undersigned foreign limited liability company hereby cancels its registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

| | |
|--|--|
| 1. Entity ID Number: 000152706 | 2. The name of the limited liability company is: DIW MERGER SUB, LLC |
| 3. It is organized under the laws of: Delaware | |
| 4. The entity is not transacting business in this state and surrenders its authority to transact business in this state. | |
| 5. It revokes the authority of its agent, to accept service of process and consents that service of process in any action, suit or proceeding arising out of the transaction of business in the state of Rhode Island, may thereafter be made on the limited liability company by service thereof on the Department of State of the State of Rhode Island. | |
| 6. The post office address to which the Department of State may mail a copy of any process against the limited liability company that may be served on him or her is: 22 Sylvan Way Parsippany, NJ 07054 | |
| 7. As required by RIGL 7-16-8, the entity has paid all fees and franchise taxes. RI Division of Taxation's ORIGINAL letter of good standing (LOGS) for the purpose of dissolution MUST accompany this form. | |
| 8. Date when the Cancellation will be effective: CHECK ONLY ONE BOX | |
| <input checked="" type="checkbox"/> Date received (Upon filing) | |
| <input type="checkbox"/> Later effective date (Date must be no more than 30 days from the day of filing) _____ | |
| <i>Under penalty of perjury, I declare and affirm that I have examined this Certificate of Cancellation of Registration and that all statements contained herein are true and correct.</i> | |
| Type or Print Name of Authorized Person Jessica Morales, Special Manager | Date 07/11/2016 |
| Signature of Authorized Person <div style="text-align: center; margin-top: 10px;">SIGN DOCUMENT HERE</div> | |

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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 278895
 A.A. 11:55 A.M.

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.



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

I.D.# 152702

MICHAEL WARING
 22 SYLVAN WAY FL 3
 PARSIPPANY, NJ 07054-3801

LETTER OF GOOD STANDING

It appears from our records that **DIW MERGER SUB LLC** has filed all the required returns due for this letter of good standing and paid all known tax liabilities as of this date. **DIW MERGER SUB LLC** is in good standing with the Rhode Island Division of Taxation as of **06/30/2016**. This letter of good standing is expressly conditional and may be based upon unaudited returns, subject to future audit.

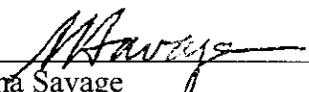
This Letter of Good Standing does not cover any violation of chapter 20 of Title 44 that has occurred within the last thirty (30) days and any resulting assessments and/or license suspension which have not yet issued from the Division for such violation(s). Any subsequent application for a license or permit may be denied in accordance with R.I. Gen. Laws § 44-20-4.1.

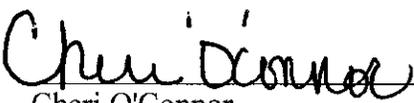
This letter is issued pursuant to the request of the above named corporation for the purpose of:

CANCELLATION

This letter of good standing is valid only for the specific reason listed above, and is not valid for any other reason(s).

Very truly yours,


 Neena Savage
 Acting Tax Administrator


 Cheri O'Connor
 Supervising Revenue Officer
 Compliance and Collections

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204047079:11304163
 DLN: 1389068001



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

