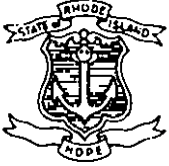


Filing Fee: \$150.00

ID Number:

137543



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

ValuAmerica Consulting, I.L.C.

02/01/03 OK correct attached

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Pennsylvania

4. The date of its organization is 11/05/2002

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street

Providence

RI 02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM

(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

113 Technology Drive, Pittsburgh, PA 15275

9. The mailing address for the limited liability company is:

113 Technology Drive, Pittsburgh, PA 15275

FILED

FEB 04 2004

By

02/01/03

NO. 44 48 11 11 034
TWO SEVEN FIVE DOLLARS
THIRTY TWO DOLLARS
03415038

10. The limited liability company is to be managed by:

(Check one box only)

☐ its members or ☒ by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
Vincent C. Deluzio	113 Technology Drive, Pittsburgh , PA 15275
Thomas C. Murphy	113 Technology Drive, Pittsburgh , PA 15275
Robert W. Murphy, Jr.	113 Technology Drive, Pittsburgh , PA 15275

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

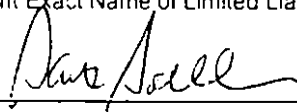
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date 12/16/03

ValuAmerica Consulting, LLC

Print Exact Name of Limited Liability Company Making Application

By



Signature of authorized person

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

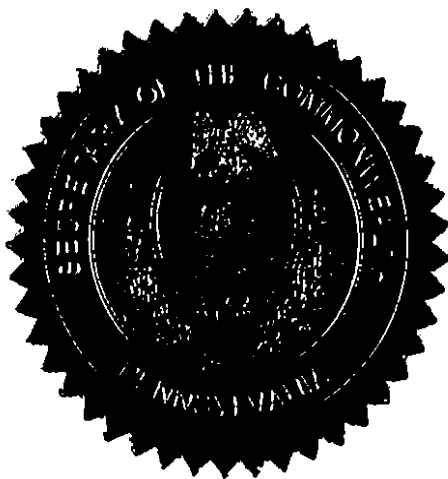
December 26, 2003

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING

I DO HEREBY CERTIFY THAT,

VALUAMERICA CONSULTING, LLC

is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein



IN TESTIMONY WHEREOF, I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Pech C. Conte's

Secretary of the Commonwealth

dboyer



LETTER OF CONSENT TO USE SIMILAR NAME

The undersigned corporate officer indicates that the corporation executing this Consent to Use of Similar Name is the parent of the limited liability company using the same name with geographic or other designations, and that such limited liability company is authorized to and does hereby act on behalf of the association

ValuAmerica, Inc.

Hereby grants consent to the use of the name of

ValuAmerica Consulting, LLC

IN TESTIMONY WHEREOF, the undersigned corporation has caused this consent to be signed by a duly authorized officer thereof this 20th day of January, 2004.

ValuAmerica, Inc.

By: 

Name: VINCENT C. DELUZIO

Title: President & CEO