

Filing fee: \$50.00  
License fee: \$15.00 minimum  
(Section 7-11-124)

APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF

COMPUTER ASSISTANCE, INC.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1966, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Computer Assistance, Inc.

SECOND: The name which it elects to use in Rhode Island is Computer Assistance, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Connecticut

FOURTH: The date of its incorporation is December 12, 1972 and the period of its duration is perpetual.

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 200 Park Road, West Hartford, CT 06119.

SIXTH: The address of its proposed registered office in Rhode Island is 42 Park Place, Pawtucket, Rhode Island 02862 and the name of its proposed registered agent in Rhode Island at that address is Robert D. Savoia.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are to engage in the business of customs systems and programming and to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act of the State of Connecticut and to enjoy the same, but no greater, rights and privileges as a domestic corporation formed under the Rhode Island Business Corporation Act.

**EIGHTH: The names and respective addresses of its directors and officers are:**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Thomas P. McDonagh, Jr.	Director	20 Sycamore Road West Hartford, CT 06117
Lewis Segal	Director	8 Bishop Drive Manchester, CT 06040
	Director	
Thomas P. McDonagh, Jr.	President	20 Sycamore Road West Hartford, CT 06117
	Vice President	
Lewis Segal	Secretary	8 Bishop Drive Manchester, CT 06040
Thomas P. McDonagh, Jr.	Treasurer	20 Sycamore Road West Hartford, CT 06117
Gloria S. McDonagh	Assistant Secretary	20 Sycamore Road West Hartford, CT 06117

**NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
5,000	Common	--	\$10.00 Par Value

**TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	Common	--	\$10.00 Par Value

**ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 1,000,000.**

**TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 50,000.**

**THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 2,500.**

**FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 10,000,000.**

**FIFTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 300,000.**

**SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.**

Dated March 27, 1980. COMPUTER ASSISTANCE, INC.  
(Exact Corporate Name of Corporation Making Application)

By Thomas P. McDonagh, Jr.  
Thomas P. McDonagh, Jr.  
Its President  
and Lewis Segal  
Lewis Segal  
Its Secretary

STATE OF CONNECTICUT }  
COUNTY OF HARTFORD } Sc.

At Hartford in said County on the 27<sup>th</sup> day  
of March 1980, before me personally appeared Thomas P.  
McDonagh, Jr., who being by me first duly sworn, declared that  
he is the President of Computer Assistance, Inc.  
that he signed the foregoing document as such President of the  
corporation, and that the statements therein contained are true.

Patricia E. Rodgers  
Notary Public

(NOTARIAL SEAL)

My Commission Expires Mar 21, 1981

APR 11 1980 6:50 PM

APR 11 1980

*loc*

*State of Connecticut*  
OFFICE OF SECRETARY OF THE STATE

} SS.

HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my  
hand, and affixed the Seal of said State, at  
Hartford, this 28th day  
of January A.D. 1980

*Salomon S. Kennedy*  
Secretary of the State

APPROVED

A. subscribers of a nonstock corporation, or applicants for membership entitled to vote if there is no stock

SIGNS \_\_\_\_\_ SIGNS \_\_\_\_\_

(Over)

**CERTIFICATE VOL 900 604**  
 AMENDING OR RESTATING CERTIFICATE OF INCORPORATION BY ACTION OF  INCORPORATORS  BOARD OF DIRECTORS  BOARD OF DIRECTORS AND SHAREHOLDERS (Stock Corporation)  BOARD OF DIRECTORS AND MEMBERS (Nonstock Corporation)

**STATE OF CONNECTICUT  
 SECRETARY OF THE STATE**

For office use only
RECORD NO.
DATE
INITIALS
H D

NAME OF CORPORATION Computer Management Assistance, Inc. DATE October 20, 1976

The Certificate of incorporation is  A AMENDED ONLY  B AMENDED AND RESTATED  C RESTATED ONLY by the following resolution:

That the Certificate of Incorporation be and it hereby is amended to change the name of this corporation to Computer Assistance,

The above resolution merely restates and does not change the provisions of the original Certificate of Incorporation as supplemented and amended to date, except as follows: (Indicate amendments made, if any.) (None so indicated)

Whereas as indicated in Par. 3(a) there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented to date, and the provisions of this Certificate Restating the Certificate of Incorporation

The above resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers (if any) for shares of the corporation, and by all applicants for membership entitled to vote, if any.

All of us (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement that the statements made in the foregoing certificate are true.

SIGNS _____	SIGNS _____
APPROVED	
A. subscribers of a nonstock corporation, or applicants for membership entitled to vote if there is no stock	
SIGNS _____	SIGNS _____

(Over)

*State of Connecticut*  
OFFICE OF SECRETARY OF THE STATE } SS. HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have hereunto set my  
hand, and affixed the Seal of said State, at  
Hartford, this 28th day  
of January A.D., 19 80

*Barbara B. Kennedy*  
Secretary of the State

4. The above resolution was adopted by the board of directors acting alone, there being no shareholders or subscribers. The board of directors being so authorized pursuant to Section 33-341, Conn. G.S. as amended and the corporation being a nonstock corporation and having no members and no applicants for membership entitled to vote on such resolution.

5. The number of affirmative votes required to adopt such resolution is: \_\_\_\_\_

6. The number of directors' votes in favor of the resolution was: \_\_\_\_\_

We hereby declare, under the penalty of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (True or False): \_\_\_\_\_

NAME OF SECRETARY OR ASSISTANT SECRETARY (True or False): \_\_\_\_\_

SIGNATURE (Secretary or Assistant Secretary): \_\_\_\_\_

4. The above resolution was adopted by the board of directors and by shareholders.

5. Vote of shareholders:

(a) (If one class of shares are required to be voted as a class.)

NUMBER OF SHARES ENTITLED TO VOTE	TOTAL VOTING POWER	VOTES REQUIRED FOR ADOPTION	VOTES FAVORING ADOPTION
100	100	100	100

(b) (If the shares of any class are entitled to vote as a class, indicate the designation and number of outstanding shares of such such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalty of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (True or False): Thomas P. McDonagh, Jr.

NAME OF SECRETARY OR ASSISTANT SECRETARY (True or False): Lewis Segal

SIGNATURE (Secretary or Assistant Secretary): *Lewis Segal*

4. The above resolution was adopted by the board of directors and by members.

5. Vote of members:

(a) (If no members are required to vote as a class.)

NUMBER OF MEMBERS ENTITLED TO VOTE	TOTAL VOTING POWER	VOTES REQUIRED FOR ADOPTION	VOTES FAVORING ADOPTION

(b) (If the members of any class are entitled to vote as a class indicate the designation and number of members of each such class, the voting power thereof, and the vote of each such class for the amendment resolution.)

We hereby declare, under the penalty of false statement that the statements made in the foregoing certificate are true.

NAME OF PRESIDENT OR VICE PRESIDENT (True or False): \_\_\_\_\_

NAME OF SECRETARY OR ASSISTANT SECRETARY (True or False): \_\_\_\_\_

SIGNATURE (Secretary or Assistant Secretary): \_\_\_\_\_

For office use only

**FILED**  
STATE OF CONNECTICUT

OCT 22 1976

SECRETARY OF STATE

FILE NO. 820	CERTIFICATION TO	TOTAL FEE \$20.
<i>File</i>		
RECEIVED COPY SENT BY (Date)		
By William Kubina Kichka + Penny Esge PO Box 3197 Hartford Ct 06103		
DATE	FILED	FILED
		11-20

John James Street Esq.

VOL 942

229

REV'D *[Signature]*  
TYPE *[Signature]*  
D.P. *[Signature]*

CERTIFICATE OF MERGER  
OF  
A & L DATA ENTRY SERVICES, INC.  
(a Connecticut corporation)  
(the Terminating corporation)

with and into

COMPUTER ASSISTANCE, INC.  
(a Connecticut corporation)  
(the Surviving corporation)

1. The name of the Surviving corporation in the merger is Computer Assistance, Inc.

2. The Plan of Merger is attached hereto as Exhibit A and made a part hereof.

3. The Plan of Merger was adopted by the merging corporations in the following manner:

(a) The Plan of Merger was approved by resolution of the Boards of Directors of both A & L Data Entry Services, Inc. and Computer Assistance, Inc.

(b) The Plan of Merger was approved by resolution adopted by vote of the holders of all of the outstanding shares of A & L Data Entry Services, Inc. as follows:

<u>Class</u>	<u>Shares Outstanding and Entitled to Vote</u>	<u>Voting Power Per Share</u>	<u>Vote Required</u>	<u>Vote in Favor of Plan</u>	<u>Vote Against Plan</u>
Common	5,000	1	5,334	5000	None

No shares were entitled to be voted as a class.

FILED IN 2701

*State of Connecticut*  
OFFICE OF SECRETARY OF THE STATE } SS. HARTFORD.

I hereby certify that the foregoing is a true copy of record in this office

IN TESTIMONY WHEREOF, I have herunto set my  
hand, and affixed the Seal of said State, at  
Hartford, this 28th day  
of January, A.D., 1980

*Robson B. Kennedy*  
Secretary of the State

VOL 942 230

Dated at Hartford, Connecticut this 30th day of June, 1978.

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to A & L Data Entry Services, Inc., are true.

A & L DATA ENTRY SERVICES, INC.  
(Terminating Corporation)

By Thomas P. McDonough  
President

By Lewis S. Segal  
Secretary

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate, insofar as they pertain to Computer Assistance, Inc., are true.

COMPUTER ASSISTANCE, INC.  
(Surviving Corporation)

By Thomas P. McDonough  
President

By Lewis S. Segal  
Secretary

FILED  
STATE OF CONNECTICUT

JUL 5 1978  
T.C. [unclear]

Received  
Lewis S. Segal  
PC [unclear]  
H.H. [unclear]

APR 25 1978