



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

CERTIFICATE OF CONVERSION

44712

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2009 DEC 31 PM 2:53

(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 [X] 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 [X] Limited Liability Company

a. The name of the converting entity filing this Certificate of Conversion is:

THE DOUGLASS GROUP, INC.

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

N.A.

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

10-21-87.

c. The jurisdiction to which the entity is converting is: DELAWARE

d. The name of the entity following the conversion is: VIADUCT ADVISORS, LLC.

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 it's 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:

VIADUCT ADVISORS, LLC, ONE RICHMOND SQUARE, PROVIDENCE, RI 02906

h. The future date or time certain of the conversion is: DEC. 31, 2009

FILED
DEC 31 2009 2:53
By [Signature]

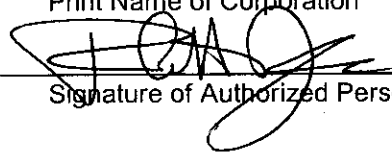
**SECTION II: TO BE COMPLETE BY ALL CONVERTING ENTITIES**

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.

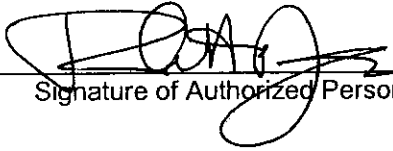
Date: 12-31-2009

\_\_\_\_\_  
Print Name of other entity OR  
By: \_\_\_\_\_  
Signature of Authorized Person  
By: \_\_\_\_\_  
Signature of Authorized Person

\_\_\_\_\_  
Print Name of Partnership  
By: \_\_\_\_\_  
Signature of Partner  
By: \_\_\_\_\_  
Signature of Partner  
By: \_\_\_\_\_  
Signature of Partner

THE DOUGLASS GROUP, INC.  
Print Name of Corporation OR  
By:   
Signature of Authorized Person Robert H. Douglas  
By: \_\_\_\_\_  
Signature of Authorized Person

\_\_\_\_\_  
Print Name of Sole Proprietorship  
By: \_\_\_\_\_  
Signature of Sole Proprietor

VIADUCT ADVISORS, LLC.  
Print Name of Limited Liability Company OR  
By:   
Signature of Authorized Person Robert A. Douglas  
By: \_\_\_\_\_  
Signature of Authorized Person



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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 black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

