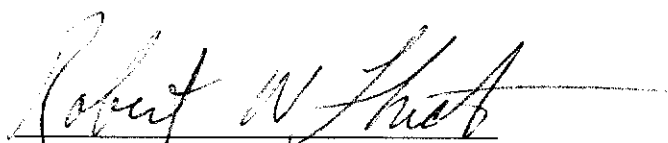
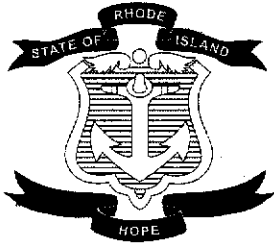


Under penalty of perjury, I declare and affirm that I have examined the above Certificate of Conversion, and that all statements contained herein are true and correct, and that the undersigned is authorized to sign this certificate on behalf of the entity set forth in Article I above.

Date: July 1, 2012


Robert W. Thickens, President and CEO,
Eligibill, Inc.

563906



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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2012 JUL 26 AM 9:57

ALEXANDER T PENDLETON
KOHNER MANN AND KAILAS SC
4650 N PORT WASHINGTON RD WASHINGTON BLDG 2D FL
MILWAUKEE, WI 53212-1059

LETTER OF GOOD STANDING

It appears from our records that **ELIGIBILL INC** has filed all the required returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of **07/25/2012** regarding any liability under the Rhode Island Business Corporation Tax Law.

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

CONVERSION TO NON-RHODE ISLAND ENTITY

Very truly yours,

David M. Sullivan
Tax Administrator

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

FILED ^m

JUL 26 2012

BY AL 175630 9:57

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