ELIGIBILL, INC.

CERTIFICATE OF CONVERSION

Pursuant to Section 7-1.2-1008 of the Rhode Island Business Corporation Act (the "Act") Eligibill, Inc., a corporation organized and existing under the laws of the State of Rhode Island, submits the following for the purpose of converting to a Business Corporation under the laws of the State of Wisconsin.

Article I. Corporation Name

Prior to conversion, the name of the Corporation is **Eligibill, Inc.**, a corporation organized and existing under the laws of the State of Rhode Island.

Article II. Date of Incorporation in Rhode Island

The date that the Corporation originally filed its Articles of Incorporation with the Secretary of State in Rhode Island was December 9, 2010.

Article III. Post-Conversion Name and State of Incorporation

After conversion, the name of the Corporation is Eligibill, Inc., a corporation organized and existing under the laws of the State of Wisconsin.

Article IV. Approval

The conversion has been approved in accordance with Section 7.1.2-1008 of the Act.

Article V. Agreement as to Post-Conversion Service of Process

The Corporation Agrees that it may be served with process in the state of Rhode Island in any action, suit or proceeding for enforcement of any obligation of the Corporation arising while it was a corporation of this state, and that it hereby irrevocably appoints the Rhode Island Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

Article VI. Address for Forwarding Post-Conversion Service of Process

A copy of service of process referred to in Section 7.1.2-1008(c)(5) of the Act shall be mailed to:

Eligibill, Inc.

Attn.: Robert W. Thickens, CEO 11045 N. Towne Square Road Mequon, WI 53092

Article VII. Effective Date of Conversion

Pursuant to Section 7.1.2-1008(d) of the Act, the Corporation requests that the effective date of the conversion be the date of the filing of this Certificate of Conversion with the Rhode Island Secretary of State.

JUL 2 6 2012 BY 0 175630 9:57 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.

Robert W. Thickens, President and CEO,

Eligibill, Inc.



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

SEORETARY OF STATE CORRECTARY OF STATE 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

David M. Sullivan

Tax Administrator

Steven A. Cobb Chief Revenue Agent Office Audit and Discovery

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