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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to the provisions of Sections 7-1.2-1308 and 7-1.2-1309 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

- 1. The name of the corporation is WatchPoint Holdings, Inc.
2. The dissolution was approved by (check one):
[checked] consent of the shareholders pursuant to the provisions of Section 7-1.2-1302.
or
[] by an act of the corporation pursuant to the provisions of Section 7-1.2-1303.
3. All debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made for the payment.
4. All remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.
5. There are no suits pending against the corporation in any court, or that adequate provision has been made for the satisfaction of any judgment, order, or decree which may be entered against it in any pending suit.
6. As required by Section 7-1.2-1309 of the General Laws, the corporation has paid all fees and franchise taxes.
7. These Articles of Dissolution shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Immediately upon filing

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SECRETARY OF STATE
CORPORATIONS DIV

Under penalty of perjury, I declare and affirm that I have examined these Articles of Dissolution, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: March 21, 2013

[Handwritten signature]

Signature of Authorized Officer of the Corporation

Michael W. McAllister, President

Type or Print Name of Authorized Officer

FILED 1133

MAR 22 2013

BY R-193375

**ACTION BY UNANIMOUS CONSENT
OF THE STOCKHOLDERS OF
WatchPoint Holdings, Inc.**

Providence, Rhode Island
As of September 14, 2012

The undersigned, constituting all of the stockholders of **WatchPoint Holdings, Inc.**, a Rhode Island corporation (the "Corporation"), entitled to vote at a meeting of the stockholders for the purposes of the Corporation, hereby waive the necessity for a meeting of the stockholders pursuant to the authority to do so conferred by Rhode Island General Laws, Section 7-1.2-707, and do hereby consent as follows:

RESOLVED: That the stockholders of the Corporation deem it advisable, for the general welfare and advantage of the Corporation and its stockholders, that the Corporation dissolve and wind up its affairs.

RESOLVED: That Richard J. Gill, CPA, the Corporation's accountant, is hereby authorized to prepare the final state and federal tax returns for the Corporation, along with any attachments, schedules, resolutions, or other documents required as related thereto.

RESOLVED: That the stockholders hereby adopt the following plan of liquidation pursuant to the appropriate section(s) of the Internal Revenue Code, as amended: (i) that the Corporation execute and file Articles of Dissolution with the Rhode Island Secretary of State; (ii) that the Corporation, no later than immediately after the filing of its Articles of Dissolution, deliver notice of the filing of its Articles of Dissolution to each of its known creditors, if any; (iii) that the Corporation proceed to collect its assets, sell or otherwise dispose of those of its properties that are not to be distributed in kind to its stockholders, pay, satisfy, and discharge its liabilities and obligations, and do all other acts required to liquidate its business and affairs; and (iv) that the Corporation, after paying or adequately providing for the payment of all its obligations, distribute the remainder of its assets, either in cash or in kind, among its stockholders according to their respective rights and interests.


RESOLVED: That, as soon as practical, counsel for the Corporation shall prepare and file Articles of Dissolution for the Corporation with the Rhode Island Secretary of State, and that **Michael W. McAllister**, as president of the Corporation, is hereby authorized to execute such articles and any and all documents necessary to effectuate such liquidation and dissolution.

RESOLVED: That **Michael W. McAllister**, as president of the Corporation, is hereby empowered, authorized and directed to proceed in accordance with the resolutions hereby adopted by the stockholders, such president being authorized to adopt any subsequent resolutions to effectuate the intent of the stockholders described herein to liquidate and dissolve the Corporation in accordance with the plan of liquidation adopted hereunder.

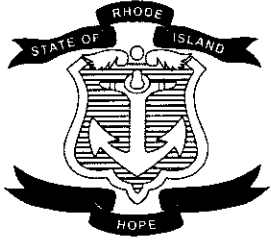
This writing shall be filed with the records of the minutes of the meetings of the stockholders of the Corporation and shall be for all purposes treated as a vote taken at a meeting.



Michael W. McAllister, Stockholder



Stephen J. Griffin, Stockholder



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

STEPHEN M BRUSINI ESQ
144 WAYLAND AVENUE
PROVIDENCE, RI 02906

LETTER OF GOOD STANDING

It appears from our records that **WATCHPOINT HOLDINGS 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 **03/01/2013** 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:

DISSOLUTION

Very truly yours,

A handwritten signature in black ink that reads "David M. Sullivan".

David M. Sullivan
Tax Administrator

A handwritten signature in black ink that reads "Steven A. Cobb".

Steven A. Cobb
Chief Revenue Agent
Office Audit and Discovery

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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

