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EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 441014 7267768
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 25.00

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ORDER DATE : July 8, 2010
ORDER TIME : 9:07 AM
ORDER NO. : 441014-005
CUSTOMER NO: 7267768

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DOMESTIC FILINGS

NAME: ADVANCED ASSESSEMENT SYSTEMS,
LLC

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT# 2956

EXAMINER'S INITIALS: _____

CERTIFICATE OF CONVERSION

OF

**ADVANCED ASSESSMENT SYSTEMS, LLC,
a Florida limited liability company**

converting to

**ADVANCED ASSESSMENT SYSTEMS, INC.
a Delaware corporation**

**Pursuant to Section 608.4403 of the
Florida Limited Liability Company Act and
Section 265 of the Delaware General Corporation Law**

Dated as of July 7, 2010

This Certificate of Conversion is submitted to convert the a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.608.4403, Florida Statutes ("F.S."). In connection with the conversion of Advanced Assessment Systems, LLC, a Florida limited liability company (the "LLC"), into Advanced Assessment Systems, Inc., a Delaware corporation (the "Corporation"), the undersigned hereby certifies as follows:

1. The jurisdiction where the LLC was first formed, and its jurisdiction of organization immediately prior to the filing of this Certificate of Conversion, is the State of Florida.
2. The date on which the LLC was first formed is April 21, 2003.
3. The name of the LLC immediately prior to the filing of this Certificate of Conversion is Advanced Assessment Systems, LLC.
4. The name of the Corporation is Advanced Assessment Systems, Inc. which was incorporated under the laws of the State of Delaware.
5. The LLC is being converted into the Corporation in compliance with Chapter 608, F.S., and the conversion complies with the Delaware General Corporation Law.
6. The above referenced LLC has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., and the conversion complies with the statute of or law governing the "Other Business Entity."
7. A plan of conversion was approved by the converting LLC in accordance with the Chapter 608, F.S.

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8. The effective date in the State of Florida and the State of Delaware of the conversion shall be June 9, 2010, the date on which this Certificate of Conversion will be filed with the States of Florida and Delaware.

9. The address of the principal office of the Corporation is 80 5th Avenue, Suite 1503, New York, New York 10011.

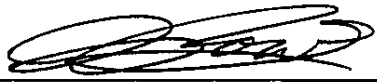
10. The Corporation appoints the Secretary of State of the State of Florida as its agent for service of process to enforce obligations of the converting Florida LLC, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

11. The Corporation has agreed to pay to any members of the LLC having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

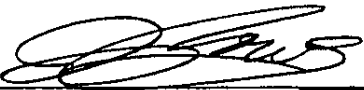
[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion to be executed as of the date first set forth above.

ADVANCED ASSESSMENT SYSTEMS, LLC

By: 
Name: JOSHUA POWE
Title: President

ADVANCED ASSESSMENT SYSTEMS, INC.

By: 
Name: Joshua Powe
Title: President