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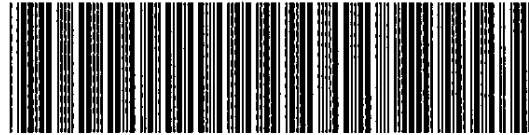
(Business Entity Name)

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TALLAHASSEE, FLORIDA

W13-21954

π 05/30/13



May 24, 2013

Mr. Thomas Chang
Regulatory Specialist II
Florida Department of State
Division of Corporations

RECEIVED
13 MAY 28 PM 1:22
DIVISION OF CORPORATIONS

Re: Letter No. 913A00008944 (Version 2), Ref. Number W13000021954
Substance Abuse Software Solutions, LLC (the "**Company**")
Certificate of Conversion and Articles of Incorporation of Substance Abuse
Software Solutions, Inc.

Dear Mr. Chang:

Enclosed please find a copy of the above-referenced letter (dated May 2, 2013), a revised Certificate of Conversion and the original Articles of Incorporation returned to me with the above-referenced letter.

The Certificate of Conversion has been signed by Mr. Fisher as president of the resulting Florida corporation into which the Florida limited liability company is being converted.

Please call me at 407-649-777 if you have any questions or would like to discuss this matter further. Thank you for assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Alexander'.

Edward R. Alexander, Jr.

Encl.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 2, 2013

ENTREPRENEURSHIP LAW FIRM
ATTN: EDWARD R. ALEXANDER, JR.
220 N. ROSALIND AVENUE
ORLANDO, FL 32801

SUBJECT: SUBSTANCE ABUSE SOFTWARE SOLUTIONS, INC.
Ref. Number: W13000021954

We have received your document for SUBSTANCE ABUSE SOFTWARE SOLUTIONS, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The "resulting entity -- the Corporation" needs to sign the "Certificate of Conversion; in addition to the signature of the "converting entity -- the LLC". Therefore, the "Certificate of Conversion" will need to be signed TWICE, by Mr. Fisher.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 913A00008944



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 15, 2013

ENTREPRENEURSHIP LAW FIRM
ATTN: EDWARD R. ALEXANDER, JR.
220 N. ROSALIND AVENUE
ORLANDO, FL 32801

SUBJECT: SUBSTANCE ABUSE SOFTWARE SYSTEMS, INC.
Ref. Number: W13000021954

We have received your document for SUBSTANCE ABUSE SOFTWARE SYSTEMS, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

The "resulting entity -- the Corporation" needs to sign the "Certificate of Conversion; in addition to the signature of the "converting entity -- the LLC".

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 913A00008944

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13 MAY -1 PM 2:07
DIVISION OF CORPORATIONS



April 11, 2013

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301


Re: Conversion of Substance Abuse Software Solutions, LLC, into Substance Abuse Software Systems, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed please find: (A) the original signed Certificate of Conversion and Articles of Incorporation to convert Substance Abuse Software Solutions, LLC, into Substance Abuse Software Systems, Inc.; and (B) a check in the amount of \$105.00, to cover the filing fees. Please file the articles of incorporation and send notification of same to 220 N. Rosalind Avenue, Orlando, FL 32801.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,


for Edward R. Alexander, Jr.

Enclosures

Certificate of Conversion
for the conversion of
Substance Abuse Software Solutions, LLC
a Florida limited liability company,
into
Substance Abuse Software Solutions, Inc.
A Florida corporation

Substance Abuse Software Solutions, LLC, a Florida limited liability company (the "**Company**"), files this Certificate of Conversion pursuant to Section 608.4401, Florida Statutes, to convert the Company into a Florida corporation, and states as follows:

1. The name of the Company is Substance Abuse Software Solutions, LLC. (LOB-7263)
2. The Company is a Florida limited liability company and was formed on January 22, 2008.
3. The conversion of the Company into Substance Abuse Software Solutions, Inc., was adopted and unanimously approved by the manager(s) and member(s) of Substance Abuse Software Solutions, LLC on April 8, 2013.
4. As of the effective date of this Certificate of Conversion the limited liability company shall be converted into Substance Abuse Software Solutions, Inc., a Florida corporation (the other business entity), in accordance with the Articles of Incorporation of Substance Abuse Software Solutions, Inc., attached hereto, and the Plan of Conversion unanimously adopted by the managers and members of the Company.
5. The effective date of this Certificate of Conversion shall be the filing date.

Executed as of this 8th day of April, 2013.

Substance Abuse Software Solutions, LLC

Ernest B. Fisher
Ernest B. Fisher, Manager

Substance Abuse Software Solutions, Inc.

Ernest B. Fisher
Ernest B. Fisher, President

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUBSTANCE ABUSE SOFTWARE SOLUTIONS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I. Name

The name of this Corporation shall be:

SUBSTANCE ABUSE SOFTWARE SOLUTIONS, INC.

ARTICLE II. Principal Office

The address of the principal office and the mailing address of the Corporation is: 1558 Deer Creek Rd., Osteen, FL 32764

ARTICLE III. Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. Capital Stock

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is twenty four million (24,000,000) shares. The Corporation's capital stock shall have a par value of \$0.0001 per share.

Section 2. Common Stock. Sixteen million (16,000,000) shares of the total number of authorized shares of capital stock shall be designated as common stock (the "**Common Stock**"). Of the authorized shares of the Common Stock, twelve million five hundred thousand (12,500,000) shares shall be designated as voting common stock (the "**Voting Common Stock**") and three million five hundred thousand (3,500,000) shares shall be designated as non-voting common stock (the "**Non-Voting Common Stock**"). Except for voting rights, as described in this ARTICLE III, Section 3, both the Voting Common Stock and the Non-Voting Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this ARTICLE III.

Section 3. Preferred Stock. Eight million (8,000,000) shares of the total number of authorized shares of capital stock shall be designated as preferred stock (the

"Preferred Stock"). The Preferred Stock may be designated in one or more series with such rights, preferences, privileges and restrictions as the Board of Directors may establish, from time to time, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

Section 4. Voting. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the holders of the Voting Common Stock and the Preferred Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and shall be entitled to one (1) vote for each such share held by them, respectively. The holders of the Non-Common Stock shall not be entitled to vote, except as may be expressly required by the Florida Business Company Act for non-voting capital stock.

Section 5. Dividends. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to any superior rights, preferences, privileges and restrictions of the Preferred Stock that may be established, from time to time, in accordance with Section 3 of ARTICLE IV, upon the occurrence of a Liquidating Event (as defined below) the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a pari passu basis according to the number of shares of capital stock of the Corporation held by such holders. **"Liquidating Event"** means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 7. Consideration for Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any

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property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Section 8. Designation of Series A Preferred Stock. Of the eight million (8,000,000) shares of Preferred Stock, set forth in Section 3 of this ARTICLE IV, 2,456,896 shares shall be designated "Series A Preferred Stock" with the rights, preferences, privileges and restrictions set forth below in this Section 8 (notwithstanding any contrary provisions of Sections 4 or 6 of this ARTICLE IV).

- (A) Voting Rights. The holders of each share of Series A Preferred Stock shall be: (1) entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Preferred Stock could then be converted (as described below) and shall have voting rights and powers equal to those set forth in Section 4 of this ARTICLE IV, except as otherwise expressly provided in this Section 8 or as required by law, voting as a single class; and (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).
- (B) Election of Board Member. The holders of the Series A Preferred Stock, voting as a class, shall be entitled to elect one (1) member of the Board of Directors of the Corporation. If, at any time there are any shares of Series A Preferred Stock issued and outstanding, specific persons are required to be elected to the Board of Directors pursuant to the Corporation's then current Articles of Incorporation, as amended, Bylaws or any shareholders or voting agreement concerning the Corporation and such specific persons comprise the entire board of directors of the Corporation, then, notwithstanding any contrary provisions of the Bylaws or any shareholders agreement or voting agreement, the number of members of the Board of Directors shall be increased by one without the necessity of a vote of the shareholders to that number that is one greater than such number of specific persons and such additional director shall be elected by the holder of the Series A Preferred Stock pursuant to the provisions of this ARTICLE IV, Section 8(B).
- (C) Liquidation Preference. Upon a Liquidation Event (as defined below) the holders of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock and/or any other Preferred Stock by reason of their ownership thereof, an amount equal to \$0.0305 per share of Series A Preferred Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (being the "Series A Preferred Amount"). If upon the occurrence of a Liquidation Event the assets and funds thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to all such holders of the full Series A Preferred Amount, then the entire assets and funds of the Corporation

legally available for distribution shall be divided between the shares of Series A Preferred Stock on a pro rata basis. "Liquidation Event" means: (1) the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary; (2) the consolidation or merger of the Corporation with or into any other corporation or corporations, or other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving Corporation or other entity); or (3) a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% of the voting power of the purchasing entity).

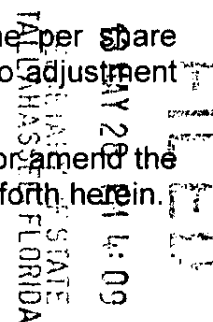
(D) Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows:

- (1) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and non-assessable Common Stock.
- (2) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into one fully paid and non-assessable share of Common Stock immediately prior to the earlier of: (a) the sale by the Corporation of its securities in a transaction or series of related transactions where the gross proceeds arising therefrom is equal to or in excess of \$250,000; or (b) the closing of the sale of shares of the Corporation's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933.

(E) Designation of Stock with Rights, Privileges and Preferences Superior to the Series A Preferred Stock. Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Corporation may, in accordance with these Amended and Restated Articles of Incorporation, issue all or any portion of the remaining authorized and unissued Preferred Stock (the "Additional Preferred Stock") with rights, preferences, privileges, including, without limitation, conversion, voting, liquidation and dividend preferences, that are superior to those of the previously designated and issued Series A Preferred Stock of the Corporation without the approval of the holders of the issued and outstanding Series A Preferred Stock, if, and only if:

- (1) the per share purchase price for each of the Additional Preferred Stock is equal to or greater than \$0.0305, subject to adjustment for splits and recapitalization events; and
- (2) no liquidation preference so designated is in excess of the per share purchase price for such Additional Preferred Stock, subject to adjustment for splits and recapitalization events.

This Section 7(E) shall not be deemed to limit or otherwise modify or amend the provisions of Section 3 of this ARTICLE IV, except as expressly set forth herein.



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TALLAHASSEE, FLORIDA

ARTICLE V. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1558 Deer Creek Rd., Osteen, FL 32764 and the name of the initial registered agent of this Corporation at that address is Ernest B. Fisher.

ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be one (1).

Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

| <u>Name</u> | <u>Street Address</u> |
|------------------|---|
| Ernest B. Fisher | 1558 Deer Creek Rd. Osteen, FL 32764 |

Section 6. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting

called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

| <u>Name</u> | <u>Street Address</u> |
|------------------|---|
| Ernest B. Fisher | 1558 Deer Creek Rd. Osteen, FL 32764 |

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TALLAHASSEE, FLORIDA

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

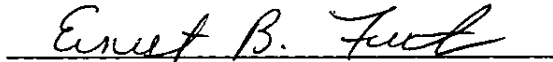
ARTICLE XI. Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XII. Affiliated Transactions


This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of April 8, 2013.


Ernest B. Fisher, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Substance Abuse Software Solutions, Inc.


Ernest B. Fisher

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