DOC ID ----> 201421801558

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/07/2014	201421801558	DOMESTIC/AMENDMENT TO ARTICLES (AMD)	50.00	0.00	0.00	0.00	0.00

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DICKINSON WRIGHT PLLC
WILLIAM J. KELLY
150 EAST GAY STREET, 24TH FLOOR
COLUMBUS, OH 43215

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

923609

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ASTUTE, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
DOMESTIC/AMENDMENT TO ARTICLES	**201421801558**
Effective Date: 08/04/2014	

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 7th day of August, A.D. 2014.

Jon Husted

Ohio Secretary of State

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Form 540 Prescribed by:
JON HUSTED
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing **(Two-business day processing time requires an additional $100.00).**
P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: $50

Check appropriate box:

◉ Amendment to existing Articles of Incorporation (125-AMDS)
○ Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation: Astute, Inc.

Charter Number: 923609

2014 AUG -4 PM 3:26
CLIENT SERVICE CENTER
RECEIVED
SECRETARY OF STATE

Check one box below and provide information as required:

○ The articles are hereby amended by the **Incorporators**. Pursuant to Ohio Revised Code section 1701.70(A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

○ The articles are hereby amended by the **Directors**. Pursuant to Ohio Revised Code section 1701.70 (A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B) (In this space insert the number 1 through 10 to provide basis for adoption.)

◉ The articles are hereby amended by the **Shareholders** pursuant to Ohio Revised Code section 1701.71.

○ The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

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A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

Required
Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Sabrina Stover
Signature

By (if applicable)

Sabrina Stover, Chief Financial Officer and Secretary
Print Name

Signature

By (if applicable)

Print Name

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ASTUTE, INC.

ATTACHMENT TO CERTIFICATE OF AMENDMENT

Resolutions Adopted by the Sole Shareholder

RESOLVED, that the Articles of Incorporation of the Company be, and they hereby are, amended by restating Article Fourth to read as follows:

> **FOURTH**: The number of shares which the Corporation is authorized to have outstanding is 1,000 common shares, without par value.

RESOLVED FURTHER, that the President and the Secretary of the Company be, and they hereby are, authorized and directed to execute a Certificate of Amendment to the Articles of Incorporation of the Company effecting the foregoing amendment, and to file the same with the Secretary of State of Ohio.