DOC ID ----> 201602102902

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/20/2016	201602102902	Conversion Within SOS Records (CVS)	99.00	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

ZACH BAHORIK
125 W CENTRAL PKWY
CINCINNATI, OH 45202

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Jon Husted

2315923

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

ASTRONOMER, INC.

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

Document(s)	Document No(s):
Conversion Within SOS Records	**201602102902**

Effective Date: 01/01/2016

CHANGE BUSINESS TYPE TO FOREIGN FOR PROFIT

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 20th day of January, A.D. 2016.

Jon Husted

Ohio Secretary of State

DOC ID ----> 201602102902

Form 700 Prescribed by:
JON HUSTED
OHIO SECRETARY OF STATE
Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

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

2016 JAN 20 PM 1:34

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: $99

Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) ☒ **Converting Within The Records of the Ohio Secretary of State**

(2) ☐ **Converting Off The Records of the Ohio Secretary of State**
(187-VXX)

Name of the converting entity: USERCYCLE LLC

Jurisdiction of Formation: Ohio

Charter/Registration Number: 2315923

The converting entity is a:
(Check Only (1) One Box)

- ☐ Domestic Corporation (For-Profit or Nonprofit)
- ☐ Foreign Corporation (For-Profit or Nonprofit)
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☒ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity: Astronomer, Inc.

Jurisdiction of Formation: Delaware

The converted entity is a:
(Check Only (1) One Box)

- ☐ Domestic Corporation (For-Profit)
- ☒ Foreign Corporation (For-Profit or Nonprofit)
- ☐ Domestic Nonprofit Limited Liability Company
- ☐ Foreign Nonprofit Limited Liability Company
- ☐ Domestic For-Profit Limited Liability Company
- ☐ Foreign For-Profit Limited Liability Company
- ☐ Partnership
- ☐ Domestic Limited Partnership
- ☐ Foreign Limited Partnership
- ☐ Domestic Limited Liability Partnership
- ☐ Foreign Limited Liability Partnership

Effective Date **(Optional)**: 09/21/2015 **(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)**

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

Zachary Bahorik, Esq.
Name

125 West Central Parkway
Mailing Address

Cincinnati | Ohio | 45202
City | State | Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City | State | Zip Code

See instructions for additional filing requirements if
(1) the conversion creates a new domestic entity,
(2) the converted entity is a foreign entity that desires to transact business in Ohio; or
(3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

DOC ID ----> 201602102902

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required
Must be signed by an authorized representative.

Signature

By (if applicable)

Tim Brunk

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Doc ID Page --> **201602102902-01-0002**

Form 530A Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910
www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

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

2016 JAN 20 PM 12:28

Foreign For-Profit Corporation Application for License

Filing Fee: $99
(151-FLF)
Form Must Be Typed

The application is made to procure a ☒ Permanent License ☐ Temporary License (valid for six months)

Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)

Name of Corporation: Astronomer, Inc.
(Name must match the name on the Certificate of Good Standing)

Assumed name under which the corporation will do business, if its corporate name is not available in Ohio
(Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)

Under the Laws of the Jurisdiction of: Delaware
Jurisdiction of Formation

Date of Incorporation in Jurisdiction of Formation: 09/21/2015
Date of Incorporation

The location of the principal office is:

1417 Main Street
Mailing Address

Cincinnati | OH | 45202
City | State | ZIP Code

If the principal office is located outside Ohio, provide a location in Ohio, if one exists.

Mailing Address

City | State | ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio

Engage in the business of software development and data management.

Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

Zachary Bahorik, Esq.
Name

125 W Central Parkway
Mailing Address

Cincinnati | OH | 45202
City | State | ZIP Code

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

A. **an agent is not appointed, or**
B. **an agent is appointed but the authority of that agent has been revoked, or**
C. **the agent cannot be found or served after the exercise of reasonable diligence.**

Pursuant to Ohio Revised Code 1703.29 (A), a foreign corporation is required to pay an additional $250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see Ohio Revised Code or the instructions for more information.

☒ No, the corporation is not filing for this purpose and an additional fee is not included.

☐ Yes, the application is being filed for this purpose and the additional $250 fee is included with the filing fee.

If yes then:
Pursuant to Ohio Revised Code 1703.29(B), a foreign corporation that began transacting business in Ohio **prior to 2009** without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

Did the corporation begin transacting business in Ohio prior to 2009?

☐ Yes, the D4 certificate from the tax commissioner is attached.

☐ No, the corporation began transacting business in 2009 or later, therefore, a D4 certificate is not required.

Timothy Brunk
Name of Officer

, being first duly sworn, deposes and says that he/she is the

Director
Officer Title

of

Astronomer, Inc.
Corporation

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to best of my knowledge and belief.

Name: Timothy Brunk

Signature: [signature]

Sworn before me and subscribed on 1/7/16
Date

[signature]
Notary Public

NOTARY SEAL

NOTARIAL SEAL STATE OF OHIO

Zachary D. Bahorik, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

Expiration Date of Notary's Commission

N/A
Date

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "ASTRONOMER, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF CONVERSION, FILED THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2015, AT 2:05 O`CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2015, AT 2:05 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2015, AT 11:58 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ASTRONOMER, INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

Jeffrey W. Bullock, Secretary of State

5835307 8310

SR# 20150881047

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10655034

Date: 12-21-15

Delaware

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

Jeffrey W. Bullock, Secretary of State

5835307 8310

SR# 20150881047

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10655034

Date: 12-21-15