

# **EXHIBIT 15**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MEDIMPACT HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2010, AT 2:23 O'CLOCK P.M.

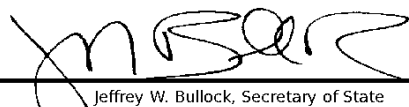
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4868854 8100

101020614

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8306121

DATE: 10-22-10

MedImpact-HCMO-000775

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:26 PM 10/22/2010  
FILED 02:23 PM 10/22/2010  
SRV 101020614 - 4868854 FILE

CERTIFICATE OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
BEFORE PAYMENT OF CAPITAL  
OF  
MEDIMPACT HOLDINGS, INC.

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*Adapted in accordance with the provisions of Section 241 and Section 245 of  
the General Corporation Law of the State of Delaware*

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The undersigned, being the sole incorporator of MedImpact Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** The name of the Corporation is MedImpact Holdings, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was September 7, 2010 under the name of MedImpact Holdings, Inc.

**SECOND:** The Certificate of Incorporation of the Corporation be, and hereby is, amended and restated in its entirety as set forth on Exhibit A (as amended and restated, the "Restated Certificate") attached hereto and made a part hereof, in accordance with the provisions of Section 241 and Section 245 of the General Corporation Law of the State of Delaware.

**THIRD:** That the Corporation has not received payment for any of its stock.

**FOURTH:** The Restated Certificate was duly adopted in accordance with Section 241 and Section 245 of the General Corporation Law of the State of Delaware, by the sole incorporator of the Corporation.

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IN WITNESS WHEREOF, the undersigned, does hereby certify under penalties of perjury that this Certificate of Amended and Restated Certificate of Incorporation Before Payment of Capital is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto set his hand this 21st day of October, 2010.

MEDIMPACT HOLDINGS, INC.

By: /s/ Aaron Roberts  
Aaron Roberts  
Sole Incorporator

*{MedImpact Holdings, Inc. - A&R Certificate of Incorporation}*

**MedImpact-HCMO-000777**

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Exhibit A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
MEDIMPACT HOLDINGS, INC.

ARTICLE ONE

The name of the corporation is MedImpact Holdings, Inc.

ARTICLE TWO

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The total number of shares of stock which the corporation has authority to issue is one hundred million (100,000,000) shares of Common Stock, with a par value of \$0.0001 per share.

ARTICLE FIVE

The corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

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#### ARTICLE SEVEN

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

#### ARTICLE EIGHT

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE EIGHT shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE NINE

The corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

#### ARTICLE TEN

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.