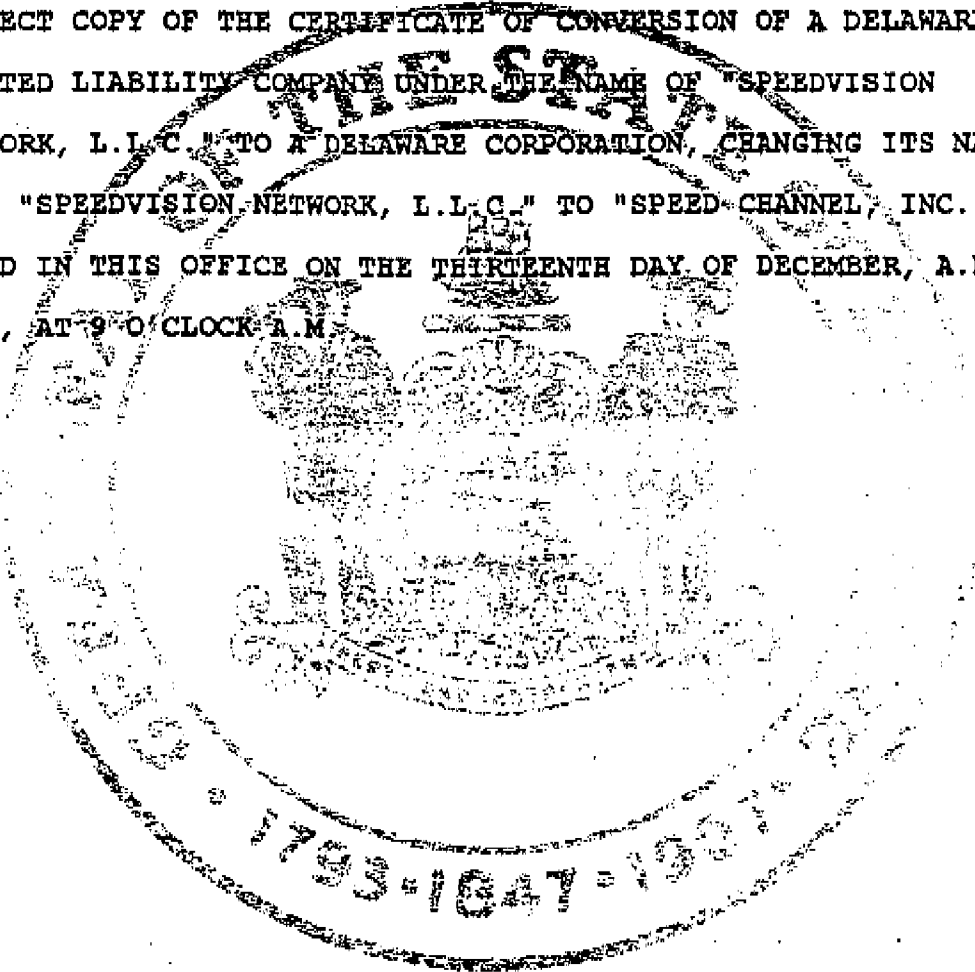




State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "SPEEDVISION NETWORK, L.L.C." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "SPEEDVISION NETWORK, L.L.C." TO "SPEED CHANNEL, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1504279

2534863 8100V

010642687

DATE: 12-14-01

TRADEMARK

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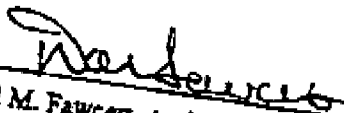
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 12/13/2001  
010642687 - 2534863

CERTIFICATE OF CONVERSION  
OF  
SPEEDVISION NETWORK, L.L.C.,  
A DELAWARE LIMITED LIABILITY COMPANY  
TO  
SPEED CHANNEL, INC.,  
A DELAWARE CORPORATION  
(Under Section 265 of the Delaware General Corporation Law)

It is hereby certified that:

1. The name of the Delaware limited liability company immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is Speedvision Network, L.L.C.
2. The entity was formed August 22, 1995 as a limited liability company under the laws of Delaware.
3. Speedvision Network, L.L.C., is converted to a Delaware corporation whose name, as set forth in its Certificate of Incorporation filed concurrently with this Certificate of Conversion in the Office of the Secretary of State of the State of Delaware, is Speed Channel, Inc.
4. The members of Speedvision Network, L.L.C. have approved this conversion by written consent.
5. The conversion to a Delaware limited liability company is effective upon the filing of this Certificate of Conversion.

Executed on December 11<sup>th</sup> 2001.

  
Daniel M. Fawcett, Authorized Person

MONITOR