

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 051820284
CONTROL NUMBER: K900356
EFFECTIVE DATE: 06/24/2005
REFERENCE : 0077
PRINT DATE : 07/01/2005
FORM NUMBER : 611

FUTURE NETWORK USA
CHARLES SCHUG
STE 40, 150 NORTH HILL DRIVE
BRISBANE, CA 94005

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

HIGHBURY HOUSE COMMUNICATIONS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

FUTURE PUBLISHING GEORGIA, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

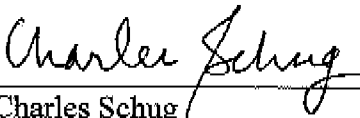
TRADEMARK
REEL: 003348 FRAME: 0808

AMENDMENT OF ARTICLES OF INCORPORATION
OF
HIGHBURY HOUSE COMMUNICATIONS, INC.

1. The old name of this Corporation is "Highbury House Communications, Inc."
2. Article I of the Articles of Incorporation of this Corporation is amended to read as follows:

The name of this Corporation is: "Future Publishing Georgia, Inc."
3. The foregoing amendment of the Articles of Incorporation was duly approved on June 21, 2005.
4. The foregoing amendment of the Articles of Incorporation was duly approved by the board of directors as well as by a vote of the sole shareholder.
5. A publication of "Notice of Change of Corporate Name" will be published pursuant to O.C.G.A. 14-2-1006.1(b).

IN WITNESS WHEREOF, the undersigned as executed this Amendment to the Articles of Incorporation this 23rd day of June, 2005.



 Charles Schug
 Secretary of the Corporation

RECORDED
 JUN 24 2005
 SECRETARY OF STATE

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 053550462
CONTROL NUMBER : K900356
EFFECTIVE DATE : 12/21/2005
REFERENCE : 0091
PRINT DATE : 12/21/2005
FORM NUMBER : 411

RUDENE REMBERT
C T CORPORATION SYSTEM
1201 PEACHTREE STREET, NE
ATLANTA GA 30361

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

HH FUTURE CORPORATION, A CALIFORNIA CORPORATION

Nonsurviving Entity/Entities:

FUTURE PUBLISHING GEORGIA, INC., A GEORGIA CORPORATION




CATHY COX
SECRETARY OF STATE

TRADEMARK
REEL: 003348 FRAME: 0810

**CERTIFICATE OF MERGER
REGARDING THE MERGER
OF
FUTURE PUBLISHING GEORGIA, INC.
INTO
HH FUTURE CORPORATION**

THIS CERTIFICATE OF MERGER is filed by HH Future Corporation, a California corporation, with respect to its merger with Future Publishing Georgia, Inc., a Georgia corporation.

1. The names and states of incorporation of each corporation that is merging are HH Future Corporation, a California corporation, and Future Publishing Georgia, Inc., a Georgia corporation. Future Publishing Georgia, Inc. will merge into HH Future Corporation. The name of the surviving corporation is HH Future Corporation.
2. No amendments are made to the articles of incorporation of the surviving corporation.
3. The executed plan of merger is on file in the principal place of business of the surviving corporation, the address of which is:

HH Future Corporation
4000 Shoreline Court, Suite 400
South San Francisco, CA 94080

4. A copy of the plan of merger will be furnished by the surviving corporation on request and without cost to any shareholder of any corporation that is a party to the merger.
5. Approvals of the shareholders of both corporations party to the merger were required. The merger was duly approved by the shareholders of each corporation party to the merger.
6. The surviving corporation, HH Future Corporation, certifies that a Notice of Merger and a publishing Fee of \$40 have been mailed or delivered to an authorized newspaper, as required by law.

Date: December 20, 2005

HH FUTURE CORPORATION,
a California corporation

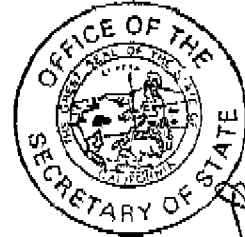
By: Charles Schug
Charles Schug, President and Secretary

CORPORATIONS DIVISION

2005 DEC 21 P 12:32

SECRETARY OF STATE

State of California Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN - 4 2006

BRUCE McPHERSON
Secretary of State

TRADEMARK

REEL: 003348 FRAME: 0812

JAN-06-2006 11:17

CT CORPORATION

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

DEC 21 2005

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement of Merger") is made and entered into as of December 20, 2005, by and between HH Future Corporation, a California corporation ("Surviving Corporation"), and Future Publishing Georgia, Inc., a Georgia corporation ("Merging Corporation").

1. Merging Corporation shall merge into Surviving Corporation.
2. The outstanding shares of Merging Corporation, all of which are currently owned by Surviving Corporation, shall be cancelled, and no shares of Surviving Corporation shall be issued in exchange therefor.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, Surviving Corporation and Merging Corporation have each caused this Agreement of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

HH FUTURE CORPORATION,
a California corporation

By: Charles Schug
Charles Schug, President and Secretary

FUTURE PUBLISHING GEORGIA, INC.,
a Georgia corporation

By: Jonathan Simpson-Bint
Jonathan Simpson-Bint, President

By: Charles Schug
Charles Schug, Secretary

OFFICERS' CERTIFICATE

Charles Schug certifies that:

1. He is the President and the Secretary of HH Future Corporation, a corporation organized under the laws of the State of California ("HHFC").
2. The agreement of merger in the form attached hereto was approved by the board of directors and shareholders of HHFC.
3. The shareholder approval was by the holder of 100% of the outstanding shares of HHFC.
4. HHFC has only one class of shares, and the total number of shares outstanding is 56,733.

The undersigned declare under penalty of perjury that the statements made in this certificate are true of his own knowledge. This certificate was signed by the undersigned on December 20, 2005, in South San Francisco, California.



Charles Schug, President and Secretary

OFFICERS' CERTIFICATE

Jonathan Simpson-Bint and Charles Schug certify that:

1. They are the President and the Secretary, respectively, of Future Publishing Georgia, Inc., a corporation organized under the laws of the State of Georgia ("FPG").
2. The agreement of merger in the form attached hereto was approved by the board of directors and shareholders of FPG.
3. The shareholder approval was by the holder of 100% of the outstanding shares of FPG.
4. FPG has only one class of shares, and the total number of shares outstanding is 1,000.

The undersigned declare under penalty of perjury that the matters set forth in this certificate are true and correct of their own knowledge. This certificate was signed by the undersigned on December 26, 2005, in South San Francisco, California.


Jonathan Simpson-Bint, President


Charles Schug, Secretary



JAN-23-2006 17:14

CT CORPORATION

916 441 6420

P.03



State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 21 2006

BRUCE McPHERSON
Secretary of State

JAN-23-2006 17:14

CT CORPORATION

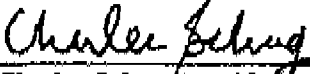
915 441 6420 P.04

ENDORSED - FILED
In the office of the Secretary of State
of the State of California**CERTIFICATE OF OWNERSHIP
OF
HH FUTURE CORPORATION****JAN - 9 2006**

Charles Schug certifies that:

1. He is the president and the secretary of HH Future Corporation, a California corporation.
2. This corporation owns one hundred percent (100%) of the outstanding shares of Future US, Inc., a corporation organized under the laws of the State of California ("Subsidiary").
3. The board of directors of this corporation has approved the Plan of Merger attached hereto as Exhibit "A" ("Plan of Merger"). Exhibit A is incorporated by reference into this certificate as if fully set forth herein.
4. The board of directors of Subsidiary has approved the Plan of Merger.
5. The shareholders vote referenced in Corporations Code Section 1110(c) is not required.

I further declare under penalty of perjury under the laws of the State of California that I executed this certificate in South San Francisco, California, on December 20, 2005, and the matters set forth in this certificate are true and correct of my own knowledge.


Charles Schug, President and Secretary

JAN-23-2006 17:15

CT CORPORATION

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P.05

Exhibit A**PLAN OF MERGER**

The following corporations are parties to this Plan of Merger:
HH Future Corporation, a California corporation ("HHFC"), and Future US, Inc., a California corporation ("Future").

1. HHFC has acquired and now owns one hundred percent (100%) of the outstanding shares of Future.
2. HHFC shall be merged into Future, and Future shall assume all of the obligations of HHFC, pursuant to Section 1110 of the California Corporations Code.
3. Each outstanding share of Future owned by HHFC immediately prior to the merger shall be canceled.
4. Upon the merger, each outstanding common share of HHFC shall be converted into that fraction of a share of the Common Stock of Future as is determined by dividing 100 by 56,733.

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**TRADEMARK****RECORDED: 07/13/2006****REEL: 003348 FRAME: 0818**