

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Digital Telemedia Inc.		01/30/2007	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Logicworks Corporation		
<b>Street Address:</b>	11 Beach Street		
<b>Internal Address:</b>	3rd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10013		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78104275	LOGICWORKS	
<b>Serial Number:</b>	78084466	LOGICWORKS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)593-9175		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-980-0120		
<b>Email:</b>	PTO@fkks.com		
<b>Correspondent Name:</b>	Edward H. Rosenthal		
<b>Address Line 1:</b>	488 Madison Avenue		
<b>Address Line 2:</b>	10th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>ATTORNEY DOCKET NUMBER:</b>	4801-2100		
<b>NAME OF SUBMITTER:</b>	Edward H. Rosenthal		

CH \$65.00 78104275

Signature:	/ehr8022/
Date:	07/26/2007
<b>Total Attachments: 15</b> source=CHANGE OF NAME Logicworks#page1.tif source=CHANGE OF NAME Logicworks#page2.tif source=CHANGE OF NAME Logicworks#page3.tif source=CHANGE OF NAME Logicworks#page4.tif source=CHANGE OF NAME Logicworks#page5.tif source=CHANGE OF NAME Logicworks#page6.tif source=CHANGE OF NAME Logicworks#page7.tif source=CHANGE OF NAME Logicworks#page8.tif source=CHANGE OF NAME Logicworks#page9.tif source=CHANGE OF NAME Logicworks#page10.tif source=CHANGE OF NAME Logicworks#page11.tif source=CHANGE OF NAME Logicworks#page12.tif source=CHANGE OF NAME Logicworks#page13.tif source=CHANGE OF NAME Logicworks#page14.tif source=CHANGE OF NAME Logicworks#page15.tif	

FILING RECEIPT

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ENTITY NAME: LOGICWORKS CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC BUSINESS)  
STOCK NAME PROVISIONS RESTATED

COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

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FILED:01/31/2007 DURATION:\*\*\*\*\* CASH#:070131001247 FILM #:070131001081

ADDRESS FOR PROCESS  
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REGISTERED AGENT  
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STOCK:           500000 PV                   .0010000           500000 PV                   .0010000

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FILER	FEES	245.00	PAYMENTS	245.00
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	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
FRANKFURT KURNIT KLEIN & SELZ PC	CERT	0.00	CHARGE	0.00
488 MADISON AVENUE	COPIES	10.00	DRAWDOWN	245.00
	HANDLING	175.00	OPAL	0.00
NEW YORK, NY 10022-5754			REFUND	0.00
			-----	

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DOS-1025 (11/89)  
**TRADEMARK**

**REEL: 003591 FRAME: 0139**

FILING RECEIPT

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ENTITY NAME: LOGICWORKS CORPORATION

DOCUMENT TYPE: AMENDMENT (DOMESTIC BUSINESS) COUNTY: NEWY  
STOCK NAME PROVISIONS RESTATED

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45 SERVICE CODE: 45

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FILED:01/31/2007 DURATION:\*\*\*\*\* CASH#:070131001247 FILM #:070131001081

ADDRESS FOR PROCESS  
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REGISTERED AGENT  
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STOCK: 500000 PV .0010000 500000 PV .0010000

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FILER	FEES	245.00	PAYMENTS	245.00
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	FILING	60.00	CASH	0.00
	TAX	0.00	CHECK	0.00
FRANKFURT KURNIT KLEIN & SELZ PC	CERT	0.00	CHARGE	0.00
488 MADISON AVENUE	COPIES	10.00	DRAWDOWN	245.00
	HANDLING	175.00	OPAL	0.00
NEW YORK, NY 10022-5754			REFUND	0.00
			-----	

737878MPJ

State of New York }  
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

**January 31, 2007**



A handwritten signature in black ink, appearing to read "R. A. ...", is written over the seal area.

*Special Deputy Secretary of State*

DOS-1266 (Rev. 11/05)

CSC 45

f 070131001081

RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
DIGITAL TELEMEDIA, INC.

(Pursuant to Section 807 of the New York Business Corporation Law)

Digital Telemedia, Inc. (the "**Corporation**"), a corporation organized and existing under the laws of the State of New York certifies as follows:

FIRST: The name of the Corporation is Digital Telemedia, Inc.

SECOND: The certificate of incorporation of the Corporation was filed by the Department of State on February 8, 1993. A certificate of amendment was filed by the Department of State on November 15, 1999. A restated certificate of incorporation was filed by the Department of State on January 7, 2002. A certificate of amendment to the restated certificate was filed by the Department of State on February 8, 2006.

THIRD: The certificate of incorporation, as amended, is hereby amended or changed to effect one or more of the amendments or changes authorized by the BCL (the "**BCL**"), to wit:

- (1) To change the name of the Corporation from "Digital Telemedia Inc." to "Logicworks Corporation".
- (2) The Corporation is currently authorized to issue Twenty-Two Million Three Hundred Two Thousand and Three Hundred (22,302,300) shares of common stock (the "**Common Stock**"), with a par value of \$0.001. Of the currently authorized shares, One Hundred Eighty-Nine Thousand and Thirty-Four (189,034) shares of Common Stock are issued and outstanding.
- (3) The Corporation shall reduce the number of authorized shares of Common Stock from Twenty-Two Million Three Hundred Two Thousand and Three Hundred (22,302,300), with a par value of \$0.001 per share to Five Hundred Thousand (500,000) shares of Common Stock with a par value of \$0.001 per share. The stated capital is not being reduced.
- (4) The Corporation shall authorize Five Hundred Thousand (500,000) shares of undesignated preferred stock with a par value of \$0.001 per share (the "**Preferred Stock**"). The number of shares of Preferred Stock designated as Series A Preferred Stock shall be Two Hundred Thousand (200,000).

- (5) The Corporation shall designate the relative rights and preferences thereof.
- (6) The Corporation shall include provisions for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders.

FOURTH: To accomplish the foregoing amendments, Article FIRST of the restated certificate, relating to the name of the Corporation and Article FOURTH of the restated certificate, relating to the aggregate number of shares which the Corporation is authorized to issue, the par value thereof, and the classes into which the shares are divided, are hereby amended to read as set forth in the same numbered article of the certificate of incorporation of the Corporation as hereinafter restated (the "**Restated Certificate**").

FIFTH: The Restated Certificate herein provided for has been authorized by the written consent of holders of outstanding shares of the Corporation entitled to vote on the Restated Certificate, having not less than the minimum requisite proportion of votes, which has been given in accordance with Section 615 of the BCL. Written notice has been given as and to the extent required by Section 615 of the BCL.

SIXTH: The text of the Restated Certificate is hereby restated as further amended or changed herein to read as follows:

First: The name of the Corporation is Logicworks Corporation.

Second: The Corporation is formed for the following purposes:

(1) To engage in any lawful act or activity for which corporations may be organized under Article 4 of the BCL, but not to engage in any act or activities requiring the consent or approval of any State official, department, board, agency or other body without such consent or approval first being obtained.

(2) to have, in furtherance of the corporate purposes, all of the powers conferred upon corporations organized under the BCL, subject to any limitations thereof contained in this Restated Certificate or in the laws of the State of New York.

Third: The office of the Corporation is to be located in the County and State of New York.

Fourth: 4.1 Classes of Stock.

(a) The Corporation is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares that the Corporation is authorized to issue is 1,000,000 shares. 500,000 shares shall be Common Stock. 500,000 shares shall be Preferred Stock. The Common Stock shall have a par value of \$0.001 per share, and the Preferred Stock shall have a par value of \$0.001 per share.



(b) The Preferred Stock shall be divided into series. The first series shall consist of 200,000 shares and is designated "**Series A Preferred Stock**."

The remaining shares of Preferred Stock may be issued from time to time in one or more series. Except as otherwise set forth herein, the Board of Directors of the Corporation (the "**Board of Directors**") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "**Preferred Stock Designation**") and as may be permitted by the BCL.

4.2 Rights, Preferences and Restrictions of the Series A Preferred Stock. The rights, preferences, restrictions and other matters relating to the Series A Preferred Stock are as follows:

(a) *Liquidation Preference.*

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, the amount per share equal to \$143.473 for each outstanding share of Series A Preferred Stock (subject to appropriate adjustments for stock splits, stock dividends, combinations or other recapitalizations and hereafter referred to as the "**Original Series A Issue Price**"). If upon the occurrence of such event, the assets and funds thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full aforesaid preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of Series A Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.

(ii) After payment to the holders of Series A Preferred Stock of the amounts set forth in Section 4.2(a)(i) above, the entire remaining assets and funds of the Corporation legally available for distribution, if any, shall be distributed among the holders of the Common Stock in proportion to the shares of Common Stock then held by them.

(iii) The acquisition of the Corporation by, or merger or consolidation of the Corporation into or with, another entity by means of any transaction or series of transactions (including, without limitation, any reorganization, merger or consolidation) that results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by such other corporation or an affiliate thereof in a transaction in which the Corporation is a constituent party or transaction in which a subsidiary of the Corporation is a constituent party and the Corporation issues securities pursuant to such transaction (an "**Acquisition**"), or the sale, lease or other disposition of all or substantially all the assets of the Corporation (an "**Asset Sale**"), or the effectuation by the Corporation of a transaction or series of related transactions in which 90% or more of the voting power of the Corporation is disposed of (a "**Change in Control**"), and, collectively with an



Acquisition and Asset Sale, an "**Extraordinary Transaction**"), shall be deemed a liquidation, dissolution or winding up of the Corporation for purposes of this Section 4.2(a). In any of such events, if the consideration received by the Corporation is other than cash, its value will be deemed the approximate fair market value of such consideration, as determined in the good faith by the Board of Directors.

(iv) The Corporation shall give each holder of record of the Series A Preferred Stock written notice of such impending transaction not later than ten (10) days prior to the closing of such transaction, and shall notify such holders in writing of the final approval of such transaction.

(b) *Conversion.* The holders of Series A Preferred Stock shall have conversion rights as follows (the "**Conversion Rights**"):

(i) *Right to Convert.* Subject to Section 4.2(b)(iii), each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Original Series A Issue Price and all declared but unpaid dividends on such share by the applicable Series A Conversion Price at the time in effect for such share. The price at which shares of Common Stock shall be deliverable upon conversion of shares of Series A Preferred Stock (the "**Series A Conversion Price**") shall be the Original Series A Issue Price. Such initial Series A Conversion Price shall be adjusted as hereinafter provided.

(ii) *Automatic Conversion.* Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock at the Series A Conversion Price at the time in effect for such shares immediately upon the earlier of (A) the consummation of the Corporation's sale of its Common Stock in a bona fide, firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended (the "**Securities Act**"), the public offering price of which is not less than \$20 million in the aggregate (after deduction for underwriters' discounts and expenses relating to the issuance, including without limitation, fees of the Corporation's counsel) (a "**Qualified IPO**"); or (B) the date specified by written consent or agreement of the holders of 50% of the then outstanding shares of Series A Preferred Stock.

(iii) *Mechanics of Conversion.*

(1) Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, he, she or it shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice by mail, postage prepaid, to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the number of shares of Series A Preferred Stock being converted and the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and

deliver at such office to such holder of Series A Preferred Stock or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(2) If the conversion is in connection with an Extraordinary Transaction or an underwritten offer of securities registered pursuant to the Securities Act, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing of an Extraordinary Transaction or the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to such closing.

(iv) *Adjustments to Conversion Prices for Stock Dividends and for Combinations or Subdivisions of Common Stock.* In the event that this Corporation at any time or from time to time after January 31, 2007 shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Series A Conversion Price in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. In the event that this Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

(v) *Adjustments for Reclassification and Reorganization.* If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Section 4.2(b)(iv) above or a merger or other reorganization referred to in Section 4.2(a)(iii) above), the Series A Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that

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would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change.

(vi) *No Impairment.* The Corporation will not, by amendment of this Restated Certificate or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4.2(b) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series A Preferred Stock against impairment.

(vii) *Notices of Record Date.* In the event that the Corporation shall propose at any time: (A) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus; (B) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (C) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (D) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of Series A Preferred Stock:

(A) at least 10 days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (C) and (D) above; and

(B) in the case of the matters referred to in (C) and (D) above, at least 10 days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(viii) *Issue Taxes.* The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of the Series A Preferred Stock pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(ix) *Reservation of Stock Issuable Upon Conversion.* The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the

conversion of all then outstanding shares of Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to this Restated Certificate.

(x) *Notices.* Any notice required by the provisions of this Section 4.2(b) to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, or if sent by facsimile or delivered personally by hand or nationally recognized courier and addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation.

(c) *Voting Rights.* The holder of each share of Preferred Stock shall have the right to one vote for each share of Common Stock into which such Preferred Stock could then be converted (with any fractional share determined on an aggregate conversion basis being rounded to the nearest whole share), and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote.

(d) *Protective Provisions.* So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least 50% of the voting power of the then outstanding shares of Series A Preferred Stock:

(i) alter or change the rights, preferences or privileges of the shares of Series A Preferred Stock so as to affect adversely the shares, whether by merger, consolidation or otherwise; or

(ii) increase the authorized number of shares of Series A Preferred Stock.

(e) *Status of Converted Stock.* In the event any shares of Series A Preferred Stock shall be converted pursuant to Section 4.2(b) hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. The Corporation's certificate of incorporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

(f) *Dividends.* The holders of shares of Series A Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock of the Corporation) on the Common Stock, at the rate of six percent (6%) of the Original Series A Issue Price per share of Series A Preferred Stock per annum (all subject to appropriate adjustments for stock splits, stock dividends, combinations

or other recapitalizations) payable when, as and if declared by the Board of Directors. Such dividends shall not be cumulative. If such dividends are not sufficient to enable each of the holders of shares of Series A Preferred Stock to receive their full preferential dividend, the dividend shall be distributed ratably among the holders of Series A Preferred Stock in proportion to the aggregate dividend preferences of the outstanding shares of Series A Preferred Stock, and ratably among the holders of Series A Preferred Stock in proportion to the amount of such stock owned by each such holder.

(i) No right shall accrue to holders of shares of Series A Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue any interest.

(ii) Each dividend may be paid, as determined by the Board of Directors, (x) in cash, (y) in additional shares of Series A Preferred Stock, in full shares only, with a cash payment equal to the value of any remainder of fractional shares, or (z) by a combination thereof. Holders of Series A Preferred Stock will receive written notification from the Corporation (or its agent) of payment of a dividend, which notification will specify the number of shares of Series A Preferred Stock paid as a dividend and the recipient's aggregate holdings of Series A Preferred Stock as of that dividend payment date and after giving effect to the dividend.

#### 4.3 Common Stock.

(a) *Liquidation Rights.* Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 4.2(a).

(b) *Voting Rights.* The holder of each share of Common Stock shall have the right to one vote, shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall be entitled to vote upon such matters and in such manner as may be provided by law.

Fifth: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. A copy of any process against the Corporation served upon the Secretary of State shall be mailed by him to the Corporation, 11 Beach Street, 3<sup>rd</sup> Floor, New York, NY 10013. The name of the Corporation's registered agent at such address is S. Carter Burden III.

Sixth: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation (the "By-Laws").

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the BCL, this Restated Certificate, any By-Laws and any agreement among the stockholders, to which the Corporation may also be a party; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

Seventh:

7.1 Limitation on Personal Liability. To the full extent permitted by the BCL or any other applicable law currently or hereafter in effect, no Director of the Corporation will be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a Director of the Corporation. Any repeal or modification of this Article VI will not adversely affect any right or protection of a Director of the Corporation existing prior to such repeal or modification.

7.2 Indemnification. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, his or her testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

7.3 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the BCL.

7.4 Indemnification of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to any employee or agent of the Corporation to the fullest extent of the provisions of this Article VII with respect to the indemnification of directors and officers of the Corporation.

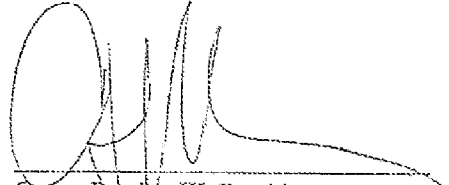
Eighth: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Restated Certificate, and other provisions authorized by the laws of the State of New York at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and, except as otherwise expressly provided herein, all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Restated Certificate in its present form or as hereafter amended are granted subject to this reservation.

Ninth: Any action required or permitted to be taken at any meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if, prior to such action, a written consent or consents thereto, setting forth such action, is signed by the holders of record of shares of the stock of the Corporation, issued and outstanding and entitled to vote thereon, having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

[remainder of page left intentionally blank]

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate to be signed by its duly authorized officer on the date set forth in the signature page below.

Signed on: 1/30, 2007



Carter Burden III, President



F 07013100 1081

RECEIVED  
2007 JAN 31 PM 3:37

DRAWDOWN

2007 JAN 31 PM 3:50

RESTATED CERTIFICATE OF INCORPORATION

OF

DIGITAL TELEMEDIA, INC.

Under Section 807 of the Business Corporation Law

RECEIVED  
2007 JAN 31 PM 3:54

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JAN 31 2007

TAXS  
%  
NY

FILED BY:

FRANKFURT KURNIT KLEIN & SELZ, P.C.  
488 Madison Avenue  
New York, NY 10022-5754

Cust. Ref#737878MPJ

DRAWDOWN

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