

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PN Purchaser Co., LLC		10/08/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Philadelphia Media Network, Inc.		
Street Address:	2711 Centerville Rd.		
Internal Address:	Suite 400		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19808-1646		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85076962	PHILADELPHIA MEDIA NETWORK	
CORRESPONDENCE DATA			
Fax Number:	(202)887-4288		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-887-4000		
Email:	lgeyer@akingump.com		
Correspondent Name:	Laura T. Geyer		
Address Line 1:	1333 New Hampshire Ave NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036-1564		
ATTORNEY DOCKET NUMBER:	686412.0001		
NAME OF SUBMITTER:	Laura Talley Geyer		
Signature:	/Laura Talley Geyer/		

CH \$40.00 85076962

Date:

10/08/2010

Total Attachments: 14

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Delaware

PAGE 1

The First State

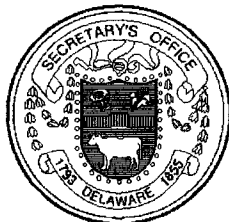
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "PN PURCHASER CO, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PN PURCHASER CO, LLC" TO "PHILADELPHIA MEDIA NETWORK INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 2010, AT 8:38 O'CLOCK A.M.


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

4750843 8100V

100979138

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8276993

DATE: 10-08-10

TRADEMARK
REEL: 004292 FRAME: 0929

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:43 AM 10/08/2010
FILED 08:38 AM 10/08/2010
SRV 100979138 - 4750843 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is
Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is November 10, 2009.
- 4.) The name of the Limited Liability Company immediately prior to filing this
Certificate is PN Purchaser Co, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is
Philadelphia Media Network Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf
of the converting Limited Liability Company have executed this Certificate on the
8th day of October, A.D. 2010.

By: /s/ Gregory Osberg

Name: Gregory Osberg
Print or Type

Title: Authorized Person
Print or Type

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "PHILADELPHIA MEDIA NETWORK INC." FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 2010, AT 8:38 O'CLOCK A.M.


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

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8276993

DATE: 10-08-10

TRADEMARK
REEL: 004292 FRAME: 0931

**CERTIFICATE OF INCORPORATION
OF
PHILADELPHIA MEDIA NETWORK INC.**

**ARTICLE I
NAME**

The name of the corporation is Philadelphia Media Network Inc. (the "*Corporation*").

**ARTICLE II
REGISTERED AGENT**

The address of the registered office and the name and the address of the registered agent of the Corporation in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808-1646.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized 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 (the "*DGCL*") and to possess and exercise all of the powers and privileges granted by such law and any other law of the State of Delaware.

**ARTICLE IV
CAPITALIZATION**

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 2,000,000 shares of capital stock, consisting of the following classes: (i) 1,500,000 shares of Class A Common Stock, par value \$0.01 per share (the "*Class A Common*"), and (ii) 500,000 shares of Class B Common Stock, par value \$0.01 per share (the "*Class B Common*") and, together with the Class A Common, the "*Common Stock*").

The statement of the powers, preferences and rights and the qualifications, limitations or restrictions of the Class A Common and the Class B Common is as follows:

(a) Terms of Common Stock.

(1) *Equal Rights; Conversion.* Except as may otherwise be provided in this Certificate of Incorporation, each share of Common Stock of the Corporation shall have the same powers, rights, and preferences and shall be subject to the same limitations, qualifications and restrictions as every other share of Common Stock of the Corporation. Further, each share of Class A Common shall be convertible at any time at the election of the holder thereof upon written notice to the Corporation into one share of Class B Common, in each case, as adjusted for stock splits, combination and the like and each share of Class B Common shall be convertible

at any time at the election of the holder thereof upon written notice to the Corporation into one share of Class A Common, in each case, as adjusted for stock splits, combination and the like.

(2) *Voting Rights of Class A Common.* At each annual or special meeting of stockholders, each holder of a share of Class A Common shall be entitled to one (1) vote in person or by proxy for each share of Class A Common held of record standing in such holder's name on the stock transfer records of the Corporation in connection with the election of directors and all other actions submitted to a vote of holders of Common Stock (including the matters set forth in Article IV(a)(4)).

(3) *Voting Rights of Class B Common.* Subject to applicable law, each holder of a share of Class B Common shall not be entitled to vote on any matter; other than with respect to all (i) Extraordinary Events (as defined below) and (ii) a separate class vote in connection with any amendment or modification of any rights or privileges of the Class B Common that does not equally affect the Class A Common.

(4) *Extraordinary Events.* The affirmative vote of a majority of the holders of Class A Common and Class B Common, voting together as a single class, is required to approve an Extraordinary Event. "*Extraordinary Events*" shall mean:

(i) Any authorization, or increase in the number of authorized shares, of Common Stock or any other class of capital stock ranking *pari passu* with or senior to Common Stock as to dividends or liquidation preference;

(ii) Any amendment, modification or waiver of this Certificate of Incorporation or the By-laws of the Corporation (the "*By-laws*");

(iii) Any recapitalization, reorganization, consolidation or merger involving the Corporation;

(iv) Solely to the extent that holders of shares of Class A Common have the right to vote thereon, any issuance or entry into an agreement for the issuance of capital stock or equity (or any options or other securities convertible into capital stock or equity) of the Corporation, except as such issuances as may be provided for under any equity incentive plan for the benefit of the officers, directors, employees and consultants of the Corporation and its subsidiaries;

(v) Solely to the extent that holders of shares of Class A Common have the right to vote thereon, any redemption, purchase, or other acquisition by the Corporation of any of its capital stock or equity (except for purchases from officers, directors, employees and consultants upon termination of employment or services);

(vi) Any change in the number of seats on the Board of Directors of the Corporation (the "*Board*") as set forth in the By-laws;

(vii) Any sale of all or a substantial portion of the assets of the Corporation and its subsidiaries on a consolidated basis or any other transaction to which the Corporation is a party that results in any person (who is not, directly or through its affiliates, a

stockholder of the Corporation immediately after giving effect to the transactions contemplated by the Asset Purchase Agreement dated as of September 22, 2010 by and among the Corporation and the sellers party thereto) owning more than 50% of the outstanding Common Stock;

(viii) Any incurrence of indebtedness by the Corporation in excess of \$2,500,000 other than indebtedness incurred in the ordinary course of business and indebtedness incurred under the Loan and Guaranty Agreement, dated as of October 8, 2010, by and among the Corporation, the borrower party thereto, the lenders party thereto and Bank of Utah, as Administrative Agent and Collateral Agent;

(ix) Any action to require stockholders to make further capital contributions to the Corporation;

(x) Any winding up or liquidation of the Corporation;

(xi) Any consummation by the Corporation or any of its subsidiaries of any affiliate or related party transaction (other than transactions entered into (i) among the Corporation and its subsidiaries and (ii) in the ordinary course of business) having a value in excess of \$1,000,000; *provided* that transactions having a lesser value shall require approval only by a majority of the Board who are disinterested with respect to such transaction;

(xii) Any action to cause the Corporation to become a public reporting company under the Securities Exchange Act of 1934, as amended, and the related rules thereunder (the "*Exchange Act*"); and

(xiii) Any conversion of the Corporation from a corporation into a partnership, limited liability company or any other non-corporate entity.

(5) *Dividends and Other Distributions.* The record holders of Common Stock shall be entitled to receive such dividends and other distributions in cash, stock, evidences of indebtedness or property of the Corporation as may be declared thereon by the Board out of assets and funds legally available therefor and shall share equally on a per share basis in such dividends and other distributions.

(6) *Liquidation.* In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation, the record holders of Common Stock shall be entitled to participate pro rata in all distributions to holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

(b) Limitation on Number of Record Holders.

(1) Notwithstanding anything set forth in this Certificate of Incorporation, or the compliance with any of the terms hereof, no direct or indirect transfer, however accomplished, of shares of Common Stock shall be effective, and any such transfer of shares of Common Stock shall be deemed null and void, if, as a result of any such transfer, the record number of

stockholders of the Corporation of the applicable class of capital stock (as determined in accordance with Rule 12g5-1 under the Exchange Act) would exceed 400.

(2) The restrictions contained in this Article IV, Section (b) are for the purpose of ensuring that the Corporation is not required to become a registrant under the Exchange Act due to the number of stockholders of the Corporation.

(3) Any transfer attempted to be made in violation of this Article IV, Section (b) will be null and void. The proposed transferee shall not be entitled to any rights of stockholders of the Corporation, including, but not limited to, the rights to vote or to receive dividends and liquidating distributions, with respect to the shares of Common Stock that were the subject of such attempted transfer.

(4) In addition to any remedies available to the Corporation under applicable law or in equity, after learning of a transfer not in compliance with this Article IV, Section (b), the Corporation may demand the immediate surrender, or cause to be immediately surrendered, to the Corporation, all certificates representing the shares of Common Stock that were the subject of such attempted transfer, or any proceeds received upon a sale of such shares, and any dividends or other distributions made after such noncompliant transfer with respect to such shares, if any. Any such surrendered certificates may be destroyed. If any such certificates are not immediately surrendered, the Corporation shall cancel such certificates, or cause such certificates to be cancelled, on the stock transfer records and other records of the Corporation. Any shares of Common Stock attempted to be transferred pursuant to a destroyed or cancelled certificate, or attempted to be transferred in violation of this Article IV, Section (b), shall continue to be registered in the name of the purported transferor. Nothing in this subparagraph (4) shall be deemed inconsistent with the transfer of such securities being deemed null and void pursuant to subparagraph (3) hereof.

(5) The Corporation may require, as a condition precedent to the registration of the transfer of any shares of Common Stock or the payment of any distribution on any such shares, that the proposed transferor and transferee or payee furnish to the Corporation all information reasonably requested by the Corporation with respect to all the direct or indirect ownership interests in such shares. The Corporation may make such arrangements or issue such instructions to its stock transfer agent as may be determined by the Chief Executive Officer under the direction of the Board to be necessary or advisable to implement this Article IV, Section (b), including, without limitation, instructing the transfer agent not to register any Transfer of shares of Common Stock on the Corporation's stock transfer records if it has knowledge that such transfer is prohibited by this Article IV, Section (b), and/or authorizing such transfer agent to require an affidavit from a transferee or transferor regarding such person's ownership of shares of Common Stock and other evidence that a transfer will not be prohibited by this Article IV, Section (b), including without limitation, an opinion of counsel that the proposed transfer will cause the Corporation to be required to become a registrant under the Exchange Act due to the number of stockholders of the Corporation, as a condition to registering any Transfer.

(6) Nothing contained in this Article IV, Section (b) shall limit the authority of the Corporation, its executive officers or the Board to take such other action to the extent permitted

by law as it deems necessary or advisable to ensure that the Corporation is not required to become a registrant under the Exchange Act due to the number of stockholders of the Corporation.

(7) So long as this Article IV, Section (b) is in effect, each certificate evidencing Common Stock and each certificate issued in exchange for, or upon transfer of, any Common Stock, shall be stamped or otherwise imprinted with a legend in substantially the following form:

(8) "THE CORPORATION'S CERTIFICATE OF INCORPORATION (THE "**CHARTER**") INCLUDES, AMONG OTHER THINGS, TRANSFER RESTRICTIONS ON, AND OBLIGATIONS WITH RESPECT TO THE COMMON STOCK OF THE CORPORATION. SO LONG AS IT IS IN EFFECT, THE CHARTER RESTRICTS TRANSFERS THAT WOULD RESULT IN THE NUMBER OF RECORD HOLDERS OF ANY CLASS OF CAPITAL STOCK OF THE CORPORATION EXCEEDING 400 HOLDERS. THE CORPORATION WILL FURNISH WITHOUT CHARGE TO THE HOLDER OF RECORD OF THIS CERTIFICATE A COPY OF THE CHARTER, CONTAINING THE ABOVE-REFERENCED TRANSFER RESTRICTIONS AND OBLIGATIONS, UPON WRITTEN REQUEST TO THE CORPORATION AT ITS PRINCIPAL PLACE OF BUSINESS."

The provisions of this Article IV, Section (b) shall terminate upon the earliest of (i) any firm commitment underwritten public offering of Common Stock pursuant to a registration statement filed with the Securities and Exchange Commission and declared effective under the Securities Act of 1933, as amended, (ii) the filing by the Corporation of a registration statement pursuant to Section 12(g) of the Exchange Act, and (iii) such time as the Board determines that the provisions of this Article IV, Section (b) are no longer necessary for the preservation of the Corporation's status as a non-reporting company under the Exchange Act. Any determination by the Board pursuant to clause (iii) above shall be publicly announced and a record of such determination shall be kept at the offices of the Corporation.

ARTICLE V BOARD OF DIRECTORS

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:

(a) **General.** The business and affairs of the Corporation shall be managed by or under the direction of the Board. The election of directors need not be by written ballot.

(b) **No Personal Liability.** No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) under Section 174 of the DGCL, or (4) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after the date of incorporation of the Corporation to authorize corporate action further

eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation or by changes in law shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal, or change in law. Neither the amendment nor the repeal of this Article V shall eliminate or reduce the effect thereof in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article V would accrue or arise, prior to such amendment or repeal.

(c) Directors.

(1) The number of directors constituting the Board and the manner, time and place of the election of directors shall be as set forth in the By-laws.

(2) A director shall hold office until the next annual meeting and until his or her successor has been elected or qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification or removal from office. A director may resign at any time upon notice to the Corporation.

(d) Vacancies. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification or removal from office or other cause may be filled by the affirmative vote of a majority of the remaining directors then in office (even though less than a quorum of the Board) or by the stockholders. Any director so chosen shall hold office until the next annual meeting of the stockholders and until his successor shall be elected and qualified.

ARTICLE VI INCORPORATOR

The name and mailing address of the sole incorporator of the Corporation is as follows:

Name: Patricia Gunn

Mailing Address: c/o Akin Gump Strauss Hauer & Feld LLP,
One Bryant Park, New York, NY 10036.

ARTICLE VII INDEMNIFICATION

(a) Each Person who is or was made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding") by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter a "*Covered*

Person"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless (including the advancement of expenses related thereto) by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be amended, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such Covered Person in connection with such proceeding, and such right to indemnification shall continue as to a Person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall indemnify a Covered Person in connection with a proceeding (or part thereof) initiated by such Covered Person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred by this Article VII shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such Covered Person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

(b) The rights conferred on any Covered Person by this Article VII shall not be exclusive of any other rights which any Covered Person may have or hereafter acquire under law, this Certificate of Incorporation, the Bylaws, an agreement, vote of stockholders or disinterested directors, or otherwise.

(c) In the event that any Covered Person is entitled to indemnification hereunder and such Covered Person is also entitled to, or has received, indemnification by any of its affiliates (whether by way of payment or reimbursement to such Covered Person of any such amounts), whether pursuant to any agreement, the governing or constituent documents of any entity or by applicable law, then (i) the Corporation acknowledges and agrees that, as between the Corporation and its affiliates, on the one hand, and the affiliates of such Covered Person, on the other hand, the indemnification obligations of the Corporation and its affiliates shall be a primary obligation and the indemnification obligation of the affiliates of such Covered Person shall be a secondary obligation; and (ii) the affiliates of such Covered Person shall be subrogated to the rights of such Covered Person against the Corporation and its affiliates, as the case may be, with respect to any amounts paid by the affiliates of such Covered Person in connection with any such indemnification obligation.

(d) Any repeal or amendment of this Article VII (including by changes in law, or the adoption of any other provision of this Certificate of Incorporation inconsistent with this Article VII), will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

(e) This Article VII shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to Persons other than Covered Persons.

ARTICLE VIII CORPORATE OPPORTUNITIES

(a) In recognition and anticipation that (i) stockholders (other than stockholders who are employees of the Corporation or any of its subsidiaries), their Affiliates (as defined below) and their respective directors, principals, officers, employees and/or other representatives may now engage, may continue to engage, or may, in the future, decide to engage, in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, and (ii) members of the Board who are not employees of the Corporation ("**Non-Employee Directors**") and their respective Affiliates may now engage, may continue to engage, or may, in the future, decide to engage, in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, the provisions of this Article VIII are set forth to regulate and define the conduct of certain affairs of the Corporation with respect to certain classes or categories of business opportunities as they may involve the stockholders, the Non-Employee Directors or their respective Affiliates and the powers, rights, duties and liabilities of the Corporation and its directors, officers and stockholders in connection therewith. Solely for the purposes of this Article VIII, "**Affiliate**" shall mean (A) in respect of any specified person (other than the Corporation), any other person that, directly or indirectly, is controlled by, controls or is under common control with such specified person and shall include any principal, member, director, partner, stockholder, officer, employee or other representative of any of the foregoing, (B) in respect of a Non-Employee Director, such Non-Employee Director's employer and its Affiliates and any person that, directly or indirectly, is controlled by such Non-Employee Director (other than the Corporation and any entity that is controlled by the Corporation) and (C) in respect of the Corporation, any person that, directly or indirectly, is controlled by the Corporation.

(b) Except as specifically provided in Section (d) to this Article VIII none of (i) the stockholders (other than stockholders who are employees of the Corporation or any of its subsidiaries) or any of their Affiliates or (ii) any Non-Employee Director or any of his or her Affiliates (the persons identified in (i) and (ii) above being referred to, collectively, as "**Identified Person**" and, individually, as an "**Identified Person**") shall have any duty to refrain, directly or indirectly, from (A) engaging in a corporate opportunity in the same or similar business activities or lines of business in which the Corporation or any of its Affiliates now engages or proposes to engage or (B) otherwise competing with the Corporation, and, to the fullest extent permitted by the DGCL, no Identified Person shall be liable to the Corporation or its stockholders for breach of any fiduciary duty solely be reason of the fact that such Identified Person engages in any such activities. The Corporation hereby renounces any interest or expectancy in, or in being offered an opportunity to participate in, any business opportunity

which may be a corporate opportunity for both an Identified Person and the Corporation or any of its Affiliates, except as specifically provided in Section (d) to this Article VIII.

(c) Except as specifically provided in Section (b) to this Article VIII, in the event that any Identified Person acquires knowledge of a potential transaction or other business opportunity which may be a corporate opportunity both for itself or himself and the Corporation or any of its Affiliates, such Identified Person shall have no duty to communicate or offer such transaction or other business opportunity to the Corporation or any of its Affiliates and, to the fullest extent permitted by the DGCL, shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation solely by reason of the fact that such Identified Person pursues or acquires such corporate opportunity for itself or himself, or offers or directors such corporate opportunity to another person.

(d) The Corporation does not renounce its interest in any corporate opportunity offered to any Non-Employee Director if such opportunity is expressly offered to such person solely in his or her capacity as a director of the Corporation and the provisions of Sections (a), (b) and (c) of this Article VIII shall not apply to any such opportunity.

ARTICLE IX SECTION 203

The Corporation elects not to be governed by Section 203 of the DGCL.

ARTICLE X SEVERABILITY

If any provision or provisions of this Certificate of Incorporation shall be held to be invalid, illegal or unenforceable for any reason whatsoever: (i) the validity, legality and enforceability of the remaining provisions of this Certificate of Incorporation (including, without limitation, each portion of any paragraph of this Certificate of Incorporation containing any such provision held to be invalid, illegal or unenforceable, that is not itself held to be invalid, illegal or unenforceable) shall not in any way be affected or impaired thereby; and (ii) to the fullest extent possible, the provisions of this Certificate of Incorporation (including, without limitation, each such portion of any paragraph of this Certificate of Incorporation containing any such provision held to be invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

ARTICLE XI

Subject to further amendment of this Certificate of Incorporation of the Corporation, as provided by applicable law, the Corporation shall not issue any non-voting equity securities in violation of section 1123(a)(6) of chapter 11 of title 11 of the United States Code.

ARTICLE XII
AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend this Certificate of Incorporation in any manner permitted by DGCL, as the same exists or may hereafter be amended, and all rights and powers conferred upon stockholders, directors and officers herein are granted subject to this reservation.

* * * * *

IN WITNESS WHEREOF, I, the undersigned, being the sole incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, DO HEREBY CERTIFY, under penalties of perjury, that this is my act and deed and that the facts stated above are true and, accordingly, I have hereunto set my hand as of October 8, 2010.


Patricia Gunn, Sole Incorporator