

**ACTION OF INCORPORATOR  
OF  
TRANSCEND MEDIA, INC.**

**August 16, 2022**

The undersigned, being the sole Incorporator of Transcend Media, Inc., a Delaware corporation (the “**Company**”), hereby adopts the following resolutions pursuant to Section 108(a) of the Delaware General Corporation Law with respect to the initial organization of the corporation:

**1. Adoption of Bylaws**

**RESOLVED:** That the Bylaws attached to this Action by Incorporator are hereby adopted as the Bylaws of the Company.

**RESOLVED FURTHER:** That the Secretary of the Company is hereby authorized and directed to execute a certificate of the adoption of the Bylaws and insert it in the Company’s Minute Book and that the officers of the Company are ordered to maintain a copy of such Bylaws in the principal office of the Company for the transaction of its business open for inspection by the stockholders at all reasonable times during office hours.

**2. Board of Directors**

**RESOLVED:** That the initial board of directors of the Company shall consist of 1 member(s).

**RESOLVED FURTHER:** That the following individuals are hereby elected as directors of the Company, to serve as directors until their successors are duly elected and qualified:


- Marwan Refaat

This Action of Incorporator shall be filed in the Minute Book of the Company and shall be effective as of the date first written above.

**INCORPORATOR:**

Marwan Refaat

E-signed using Clerky (a42ec0e88bc536935cee3b8651914532)

\_\_\_\_\_