

STATE of DELAWARE
CERTIFICATE of INCORPORATION
of SEMANTIC SUGAR, INC.

I

The name of this Corporation is Semantic Sugar, Inc.

II

The address of its registered office in the State of Delaware and the name of its registered agent is Agents and Corporations, Inc., Suite 600, One Commerce Center, 1201 Orange Street, Wilmington, New Castle County, Delaware, 19801.

III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

IV

A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the Corporation is authorized to issue is Twenty Million (20,000,000) shares, par value One Tenth of One Cent (\$0.001) per share, of which Ten Million (10,000,000) shares shall be Common Stock and Ten Million (10,000,000) shares shall be Preferred Stock.

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to determine the designation of any series, to establish the number of shares of any series of the undesignated Preferred Stock, and to fix the powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof, and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of the undesignated Preferred Stock, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series. In case the number of shares of any series shall be so decreased, the shares

constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

V

The name and mailing address of the incorporator are as follows:

Charles LeHuray-Jones, 586 Clipper Street, San Francisco, CA 94114

VI

The initial Board of Directors shall consist of one (1) director. The name and mailing address of the person who is to serve as the sole director until the first annual meeting of the stockholders or until his successor is elected and qualified is as follows:

Charles LeHuray-Jones, 586 Clipper Street, San Francisco, CA 94114

The number of directors which shall constitute the whole Board of Directors shall be fixed by or in the manner provided in the By-laws.

VII

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-laws of the corporation.

VIII

Pursuant to Section 211(e) of the General Corporation Law of Delaware, the directors of the Corporation shall not be required to be elected by written ballots.

IX

A. To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. 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, his 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.

C. Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

X

The Corporation is to have perpetual existence.

XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and herein, and all rights conferred upon the stockholders herein are granted subject to this right.

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 22nd day of June, A.D. 2006.

A handwritten signature in black ink, appearing to read 'Charles LeHuray-Jones', written in a cursive style.

Charles LeHuray-Jones
Sole Incorporator