

STATE OF DELAWARE CERTIFICATE OF CORRECTION

Associated Content Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

- 1 The name of the corporation is Associated Content Inc.
- 2 That an Amended and Restated Certificate of Incorporation was filed with the Secretary of State of Delaware on April 1, 2009 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
- 3 The inaccuracies or defects of said Certificate are:
 - a. The date of the Third Amended and Restated Stockholders Agreement on page 6 of said Certificate is incorrect.
 - b. The date of the Series C Preferred Stock Purchase Agreement on page 13 of said Certificate is incorrect.
- 4 Article V, Section C(7)(ii) of the Certificate is corrected to read as follows:

“Any securities or other non-cash consideration to be delivered to the holders of the Preferred Stock upon any Extraordinary Transaction shall be valued as follows: (i) if traded on the New York Stock Exchange or The NASDAQ National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange or system over the twenty (20) trading days ending three (3) trading days preceding the consummation of such Extraordinary Transaction; (ii) if actively traded over-the-counter, the value shall be deemed to be the average of the closing bid prices over the 30-day period ending three trading days prior to the closing of such Extraordinary Transaction; or (iii) if there is no active public market, the value shall be the fair market value thereof, as determined in good faith by resolution of a majority the Board of Directors (including at least one of the SOFTBANK Directors and one of the Canaan Directors (each as defined in the Third Amended and Restated Stockholders Agreement, as amended, modified, restated or supplemented from time to time (the “Stockholders Agreement”). by and among the Corporation and the holders of the Corporation’s capital stock listed on Exhibits A and B thereto) then in office).”

- 5 The first full paragraph of Article V, Section E(4) of the Certificate is corrected to read as follows:

“In the event the Corporation shall at any time or from time to time after the Issuance Date, issue Options or Convertible Securities or shall fix a record date for the determination of holding of any class of securities entitled to receive such Options or Convertible Securities (other than (i) any Options or Convertible Securities in respect of Excluded Shares, and (ii) shares of Series C Preferred Stock issued pursuant to the terms of the Series C Preferred Stock Purchase Agreement (the “Series C Stock Purchase Agreement”) (the “Excluded Options or Convertible Securities”)), for a Purchase Price (determined by dividing the Net Aggregate Consideration (as determined below) by the aggregate number of shares of Common Stock that would be issued if all such Options or other Convertible Securities were exercised, exchanged or converted immediately after the issuance thereof (whether or not such Options or other Convertible Securities are immediately exercisable, exchangeable or convertible));”

IN WITNESS WHEREOF, Associated Content Inc. has caused this Certificate of Correction to be signed by its Secretary this 6th day of April, 2009.

ASSOCIATED CONTENT INC.

/s/ Craig Abruzzo

Name: Craig Abruzzo

Title: Secretary