

**SECOND CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF

ASSOCIATED CONTENT INC.**

Craig Abruzzo hereby certifies as follows on this 26th day of June, 2007:

ONE: The Amended and Restated Certificate of Incorporation of Associated Content Inc. was filed with the Secretary of State of the State of Delaware (the "**Secretary of State**") on December 30, 2005 (the "**Certificate**").

TWO: The First Certificate of Amendment to the Amended and Restated Certificate of Incorporation was filed with the Secretary of State on May 9, 2007.

THREE: He is the duly elected and acting Secretary of Associated Content Inc., a Delaware corporation (the "**Corporation**").

FOUR: The Board of Directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending the Certificate as follows:

RESOLVED, that the first sentence of Article V, Section (A)(1) of the Certificate be and hereby is amended and restated to read in its entirety as follows:

Directors. The Board of Directors of the Corporation (the "**Board of Directors**") shall consist of seven (7) members.

FIVE: Thereafter, pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Corporation for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.


[Remainder of the Page Intentionally Left Blank]

3727153_1.DOC

*State of Delaware
Secretary of State
Division of Corporations
Delivered 01:07 PM 07/17/2007
FILED 12:49 PM 07/17/2007
SRV 070821214 - 3747339 FILE*

IN WITNESS WHEREOF, Associated Content Inc. has caused this Second Certificate of Amendment to be signed by its Secretary as of the day first set forth above.

ASSOCIATED CONTENT INC.



Craig Abruzzo
Secretary