

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ASSOCIATED CONTENT INC.**

The undersigned hereby certifies that:

ONE: The original name of this corporation is Associated Content Inc. and the date of filing the original Certificate of Incorporation of this corporation with the Secretary of State of Delaware is December 30, 2003.

TWO: He is the duly elected and acting President of Associated Content Inc., a Delaware corporation.

THREE: The Certificate of Incorporation of this corporation is hereby amended and restated to read as follows:

ARTICLE I

The name of the corporation is Associated Content Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

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

ARTICLE IV

A. Authorized Stock. The aggregate number of shares of stock which the Corporation has the authority to issue is 10,000,000 shares of common stock consisting of 9,000,000 shares of Class A voting common stock, with a par value of \$0.01 per share, and 1,000,000 shares of Class B non-voting common stock, with a par value of \$0.01 per share.

1. Class A Voting Common Stock. The shares of Class A voting common stock shall have unlimited voting rights. Each outstanding share of Class A voting common stock shall be entitled to one vote.

2. Class B Non-Voting Common Stock. Except as specifically required by the General Corporation Law of Delaware, the shares of Class B non-voting common stock shall have no voting rights.

All shares of common stock, whether Class A voting common stock or Class B non-voting common stock, shall have identical rights to distribution and liquidation proceeds.

B. Conversion.

1. Automatic Conversion of Class A Voting Common Stock into Class B Non-Voting Common Stock. Upon the occurrence of certain circumstances described in the Corporation's Stockholders' Agreement effective March 1, 2005 (the "Stockholders' Agreement"), the shares of Class A voting common stock held by a Founding Stockholder (as such term is defined in the Corporation's Stockholders Agreement) shall automatically be converted without further action on the part of the Corporation to one share of Class B non-voting common stock.

2. Automatic Conversion of Class B Non-Voting Common Stock into Class A Voting Common Stock. Upon the occurrence of certain circumstances described in the Corporation's Stockholders' Agreement, certain shares of Class B non-voting common stock that are purchased by the Corporation's existing stockholders shall automatically be converted without further action on the part of the Corporation to shares of Class A voting common stock.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further *provided* that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws of the Corporation, subject to any restrictions which may be set forth in this Amended and Restated Certificate of Incorporation.

B. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE VII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware as such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. The directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE VIII

The Corporation shall indemnify, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, each of its directors and officers. In addition, the Corporation may indemnify such of its employees, fiduciaries and agents as it may deem advisable. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of Delaware.

ARTICLE X

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

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FOUR: This Amended and Restated Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.

FIVE: This Amended and Restated Certificate of Incorporation was approved by the holders of the requisite number of shares of the Corporation's outstanding common stock in accordance with Section 228 of the General Corporation Law of Delaware. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of Delaware by the stockholders of the Corporation.

IN WITNESS WHEREOF, Associated Content Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by its President this 9th day of June, 2005.

ASSOCIATED CONTENT INC.



Luke Beatty
Title: President

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