

CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF

ASSOCIATED CONTENT INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:10 PM 02/22/2008
FILED 12:04 PM 02/22/2008
SRV 080203380 - 3747339 FILE

Craig Abruzzo hereby certifies as follows on this 21 day of February, 2008:

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 July 27, 2007 (the "Certificate").

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

THREE: 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 paragraph of Article IV of the Certificate be and hereby is amended and restated to read in its entirety as follows:

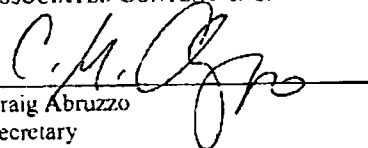
The Aggregate number of shares of capital stock which the Corporation has the authority to issue is 3,657,251 shares, consisting of (a) 1,207,251 shares of Preferred Stock, par value \$0.01 per share, of which 563,298 shares are hereby designated Series A Preferred Stock ("Series A Preferred Stock") and 643,953 share are hereby designated Series B Preferred Stock ("Series B Preferred Stock") and together with the Series A Preferred Stock, the "Preferred Stock", and (b) 2,450,000 shares of Common Stock, par value \$0.01 per share ("Common Stock").

FOUR: 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]

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

ASSOCIATED CONTENT INC.



Craig Abruzzo
Secretary