

**FIRST CERTIFICATE OF AMENDMENT TO  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
ASSOCIATED CONTENT INC.**

Luke Beatty hereby certifies as follows on this 9th day of May, 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 on December 30, 2005 (the "**Certificate**").

**TWO:** He is the duly elected and acting President, Chief Executive Officer, and 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 3,000,000 shares, consisting of (a) 897,104 shares of Preferred Stock, par value \$0.01 per share, of which 897,104 shares are hereby designated Series A Preferred Stock ("**Series A Preferred Stock**"), and (b) 2,102,896 shares of Common Stock, par value \$0.01 per share ("**Common Stock**").

**RESOLVED**, that clause (1) of the fourth paragraph of Section E(3) of Article V of the Certificate be and hereby is amended and restated to read in its entirety as follows:

(1) up to 330,000 shares of Common Stock (as adjusted for stock splits, stock dividends, recapitalizations and the like with respect to the Common Stock) (the "**Reserved Employee Shares**") authorized to be issued (pursuant to the exercise of Options or otherwise) to the Corporation's employees, directors, consultants and advisors after the Issuance Date pursuant to the Corporations' 2005 Stock Incentive Plan (as amended, the "**Plan**"); provided that any Options for such shares that expire or terminate unexercised or any such shares of

restricted stock repurchased by the Corporation pursuant to the terms of the Plan shall not be counted toward such maximum number unless and until such shares are again issued under this clause (1): provided further, that in the event any of the 29,200 shares of Common Stock (as adjusted for stock splits, stock dividends, recapitalizations and the like) that are subject to repurchase agreements and that are outstanding on the Issuance Date are repurchased by the Corporation after the Issuance Date pursuant to the terms of the Plan, such number of repurchased shares shall be added to such maximum number;

**RESOLVED**, that Section E(5) of Article V of the Certificate be and hereby is deleted in its entirety.

**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 First Certificate of Amendment to be signed by its President, Chief Executive Officer, and Secretary as of the day first set forth above.

**ASSOCIATED CONTENT INC.**

/s/ Luke Beatty  
Luke Beatty  
President, Chief Executive Officer, Secretary