

CERTIFICATE OF INCORPORATION

OF Acme Corp, Inc.

Under Section 402 of the Business Corporation Law

FIRST: The name of the corporation is:

Acme Corp, Inc.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law.

The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The county within this state where the office of the corporation is to be located is ALBANY COUNTY.

FOURTH: The corporation shall have authority to issue one class of shares consisting of 1,000 common shares with \$0.01 par value per share.

FIFTH: The Secretary of State is designated as agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

418 BROADWAY STE Y, ALBANY, ALBANY COUNTY, NY 12207

Incorporator:

/s/ John Smith

418 BROADWAY STE Y, ALBANY, ALBANY COUNTY, NY 12207

Filer's Name and Address:

/s/ John Smith

418 BROADWAY STE Y, ALBANY, ALBANY COUNTY, NY 12207