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ID Number: 114673



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Media Tracks, Inc.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on JANUARY 18, 2001, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

**[Insert Amendment(s)]**

*(If additional space is required, please list on separate attachment)*

See Exhibit A attached hereto

3. The number of shares of the corporation outstanding at the time of such adoption was 8000; and the number of shares entitled to vote thereon was 8000.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:  
(If inapplicable, insert "none.")

Class	Number of Shares
none	0
10, 19, 32, 11, 82, 286	

5. The number of shares voted for such amendment was 8000

; and the number of shares voted

against such amendment was 8,000

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
<u>none</u>	<u>8,000</u>	<u>0</u>

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

no change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

no change

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective upon filing  
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date 1-18-2001

Media Tracks, Inc.

Print Corporate Name

By *Ellen A. Golden*  
Ellen A. Golden

☒ President or ☐ Vice President (check one),

By *Ellen A. Golden*  
Ellen A. Golden

☒ Secretary or ☐ Assistant Secretary (check one)

FILED

JAN 26 2001

BY *257739*

STATE OF RHODE ISLAND  
COUNTY OF Providence

In CRANSTON, on this 19th day of JANUARY, 2001, personally appeared before me Ellen A. Golden who, being by me first duly sworn, declared that ~~he~~/she is the President and Secretary of the corporation and that ~~he~~/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

*Raymond J. Dupree*  
Notary Public  
My Commission Expires: 08/15/2001

## EXHIBIT A

### AMENDMENTS TO ARTICLES OF ASSOCIATION OF MEDIA TRACKS, INC.

I. Article FIFTH of the Articles of Association of the Corporation filed with the Secretary of State of the State of Rhode Island on September 29, 2001, is hereby deleted in its entirety and the following is substituted therefor and inserted in place thereof:

The shareholders of the corporation shall be entitled to a pre-emptive right, for a period of thirty (30) days following the notice referred to below, to subscribe for, purchase or otherwise acquire, in the proportions which their holdings of the shares of common stock of the corporation bear to all of the issued and outstanding shares of common stock of the corporation, (i) any shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation which the corporation proposes to issue, or (ii) any rights or options which the corporation proposes to grant (a) for the purchase of shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation, or (b) for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The pre-emptive right granted herein shall be deemed waived by any shareholder who does not so exercise it and pay for such shares, rights, options, bonds, securities or obligations within thirty (30) days after receipt of notice in writing from the corporation stating the price, terms and conditions of the offering. After the expiration of such thirty (30) day period, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, transferred or granted by the corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

The provisions contained herein are in lieu of the provisions regarding pre-emptive rights contained in Section 7-1.1-24 of the Rhode Island Business Corporation Act.

II. Article SIXTH of the Articles of Association of the Corporation filed with the Secretary of State of the State of Rhode Island on September 29, 2001, is hereby deleted in its entirety and the following is substituted therefor and inserted in place thereof:

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SECRETARY OF STATE  
CORPORATIONS DIV.  
OCT 1 2001

1. The corporation may, from time to time, and in conformity with the provisions of the Rhode Island Business Corporation Act, distribute to its shareholders, directly or by the purchase of its own shares, a portion of its assets, in cash or property, out of the unreserved and unrestricted capital surplus of the corporation.

2. Except for those actions excluded by Section 7-1.1-30.3(b) of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting upon the written consent of all the shareholders entitled to vote thereon.

3. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.1-43 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.1-37.1 of the Rhode Island Business Corporation Act).

4. The stock of the corporation is subject to transfer restrictions contained in its bylaws and copies thereof are on file at the registered office of the corporation. Certificates of stock of the corporation are transferable only upon compliance with the provisions of said transfer restrictions.

5. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofore permitted, then such indemnification may be permitted to the full extent permitted by such law as amended.