

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 27 2008

DEBRA BOWEN
Secretary of State

ARTICLES OF INCORPORATION
WITH STATEMENT OF CONVERSION

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 25 2008

I.

The name of this corporation is Telescent, Inc.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Anthony Kewitsch
2118 Wilshire Boulevard, Suite 1001
Santa Monica, CA 90403

IV

The corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 1,000,000 shares of common stock, no par value.

V

The name of the converting California limited liability company is Telescent LLC. The limited liability company's California Secretary of State file number is 200422610120. The principal terms of the plan of conversion were approved by a vote of the members, which equaled or exceeded the vote required under Section 17540.3. There is one class of members entitled to vote and the percentage vote required is a majority in interest of the members. The limited liability company is converting into a California stock corporation.

[Signature Page Follows]

It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.



Anthony Kewitsch, Manager of Telescent,
LLC and Incorporator



Patty Arlene Kewitsch, Manager of Telescent,
LLC and Incorporator

