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New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

**APPLICATION FOR AUTHORITY
OF**

Breaking Media, Inc.

(Insert Corporate Name)

Under Section 1304 of the Business Corporation Law

FIRST: The name of the corporation is:

Breaking Media, Inc.

If the name does not contain a required word or abbreviation indicating corporate character pursuant to § 301 of the Business Corporation Law, the corporation agrees to add the word or abbreviation _____ to the end of its name for use in this state.

(Do not complete this section unless the corporation's true name is not available pursuant to §301 or § 302 of the Business Corporation Law.) The fictitious name under which the corporation will do business in New York is:

Breaking Publishing

SECOND: The jurisdiction in which the corporation was organized is:

Delaware

The date of its incorporation is: September 8, 2011

THIRD: This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law, provided that it 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.

FOURTH: The county within this state in which the office of the corporation is to be located is:

New York

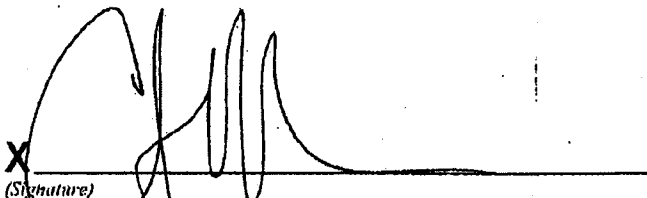
(A county in New York State must be stated. Please note that the corporation is not required to have an actual physical office in this state.)

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

611 Broadway, Suite 907D
New York, NY 10012
Attn: Chief Executive Officer

SIXTH: *(Check the statement that applies.)*

- The foreign corporation has not since its incorporation or since the date its authority to do business in New York was last surrendered, engaged in any activity in this state.
- The consent of the State Tax Commission is attached.

A handwritten signature in black ink, appearing to read 'Carter Burden III', is written over a horizontal line. The signature is stylized and cursive.

(Signature)

Carter Burden III

(Name of Signer)

President

(Title of Signer)

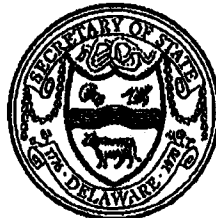
Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BREAKING MEDIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



4981771 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9231992

DATE: 12-15-11

CT-07

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APPLICATION FOR AUTHORITY
OF

Breaking Media, Inc.

(Insert Corporate Name)

Under Section 1304 of the Business Corporation Law

Filed by: Patricia Kelley

(Name)

Foley Hoag, LLP, 155 Seaport Blvd.

(Mailing Address)

Boston, MA 02210

(City, State and Zip Code)

Note: This form was prepared by the New York State Department of State for filing an application for authority for a business corporation. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. Annexed to the application for authority must be a Certificate of Existence from the official who files and maintains incorporation records in the jurisdiction of the corporation's incorporation. (Please note: This official is generally the Secretary of State and many jurisdictions refer to the Certificate of Existence as a Certificate of Good Standing.) The application must be submitted with a \$225 filing fee. Checks should be made payable to the Department of State.

cst ref # 8334155mc

(For Office Use Only)

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 16 2011

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BY: 

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CERTIFICATE OF MERGER

OF

BREAKING MEDIA LLC
(a New York limited liability company)

INTO

BREAKING MEDIA, INC.
(a Delaware corporation)

UNDER SECTION 904(a) OF THE NEW YORK BUSINESS CORPORATION LAW

The undersigned, being the Manager of Breaking Media LLC, a New York limited liability company, and the President of Breaking Media, Inc., a Delaware corporation, hereby certify as follows:

FIRST: The true name and jurisdiction of formation or organization of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Organization/Formation</u>
Breaking Media LLC	New York
Breaking Media, Inc.	Delaware

The fictitious name of Breaking Media, Inc. is "Breaking Publishing".

SECOND: Breaking Media LLC, which was originally formed under the name "META MEDIA LLC", filed its initial articles of organization with the Department of State of the State of New York on December 14, 2005.

THIRD: The Surviving Corporation filed its initial certificate of incorporation with the Secretary of State of Delaware on September 8, 2011. The Surviving Corporation filed its Application for Authority to transact business as a foreign corporation by the Department of State of the State of New York on December 16, 2011.

FOURTH: An Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by each of the constituent entities.

FIFTH: The name of the surviving corporation is Breaking Media, Inc., a Delaware corporation (the "Surviving Corporation").

SIXTH: The Surviving Corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of Breaking Media LLC, and for the enforcement as provided in the New York Business Corporation Law, of the right of members and owners of Breaking Media LLC to receive payment for their interests against the Surviving Corporation.

SEVENTH: The Surviving Corporation hereby designates the New York Secretary of State as its agent upon whom process against it may be served in the manner set forth in Section 306(b) of the New York Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process served upon the Secretary of State is:

Breaking Media, Inc.
611 Broadway, Suite 907D
New York, NY 10012
Attn: John Lerner

EIGHTH: The Surviving Corporation agrees that, subject to the provisions of Section 623 of the New York Business Corporation Law, Section 1005 of the New York Limited Liability Company Law or any applicable statute, it will promptly pay to the members of Breaking Media LLC the amount, if any, to which they shall be entitled under the provisions of the New York Business Corporation Law, the New York Limited Liability Company Law or any applicable statute relating to the right of shareholders, members and owners to receive payment for their interests.

NINTH: The merger shall be effective on December 31, 2011.

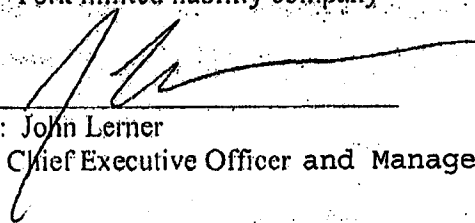
TENTH: The merger of Breaking Media LLC into Breaking Media, Inc. is permitted by the laws of Delaware, the state of incorporation of the Surviving Corporation, and is in compliance therewith.

ELEVENTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, located at 611 Broadway, Suite 907D, New York, NY 10012.

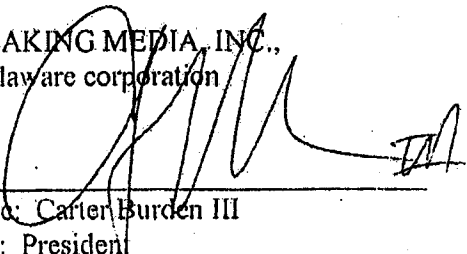
[Signatures to follow]

IN WITNESS WHEREOF, Breaking Media LLC and Breaking Media, Inc. have caused this Certificate of Merger to be executed by the undersigned, as of the 29th day of December, 2011.

BREAKING MEDIA LLC,
a New York limited liability company

By: 
Name: John Lerner
Title: Chief Executive Officer and Manager

BREAKING MEDIA, INC.,
a Delaware corporation

By: 
Name: Carter Burden III
Title: President

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Certificate of Merger

OF

Breaking Media LLC into

Breaking Media, Inc.

Under Section 1003 of the Limited Liability Company Law

PK

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 30 2011

TAX S _____
BY: *lmb*

Filed by:

Pat Kelley, Foley Hoag LLP
155 Federal Street
Boston MA 02210

DRAWDOWN

Cst ref# 8347887my

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New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

**CERTIFICATE OF AMENDMENT
OF**

Breaking Media, Inc.

(Insert Name of Foreign Corporation)

Under Section 1309 of the Business Corporation Law

FIRST: The name of the corporation as it appears on the index of names in the Department of State is: Breaking Media, Inc.

(Complete this paragraph only if the corporation has agreed to use a fictitious name in New York State.) The fictitious name the corporation has agreed to use in New York State is:

Breaking Publishing

SECOND: The jurisdiction of incorporation of the corporation is:

Delaware

THIRD: The date on which the corporation was authorized to do business in New York State is:

12/16/2011

FOURTH: The Application for Authority is amended as follows:

(If the true name of the foreign corporation has been changed, set forth a statement that the change of name has been effected under the laws of the jurisdiction of incorporation and the date the change was so effected.)

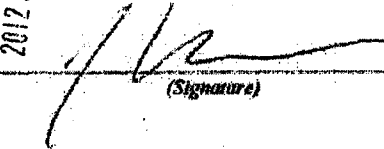
Paragraph FIRST of the Application for Authority is amended to follow:

Article 1 is being amended to discontinue the use of the corporation's current fictitious name.

120104001031

Paragraph N/A of the Application for Authority is amended to read in its entirety as follows:

RECEIVED
N/A
2012 JAN -3 PM 4:00


(Signature)

John Lerner
(Name of Signer)

Chief Executive Officer
(Title of Signer)

CT-07

CERTIFICATE OF AMENDMENT
OF

Breaking Media, Inc.

(Insert Name of Foreign Corporation)

Under Section 1309 of the Business Corporation Law

Filer's Name: Patricia F. Kelley, Sr. Corporate Paralegal

Address: Foley Hoag LLP, 155 Seaport Blvd.

City, State and Zip Code: Boston, MA 02210

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee.

For Office Use Only

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 04 2012

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BY: LAH
New York

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