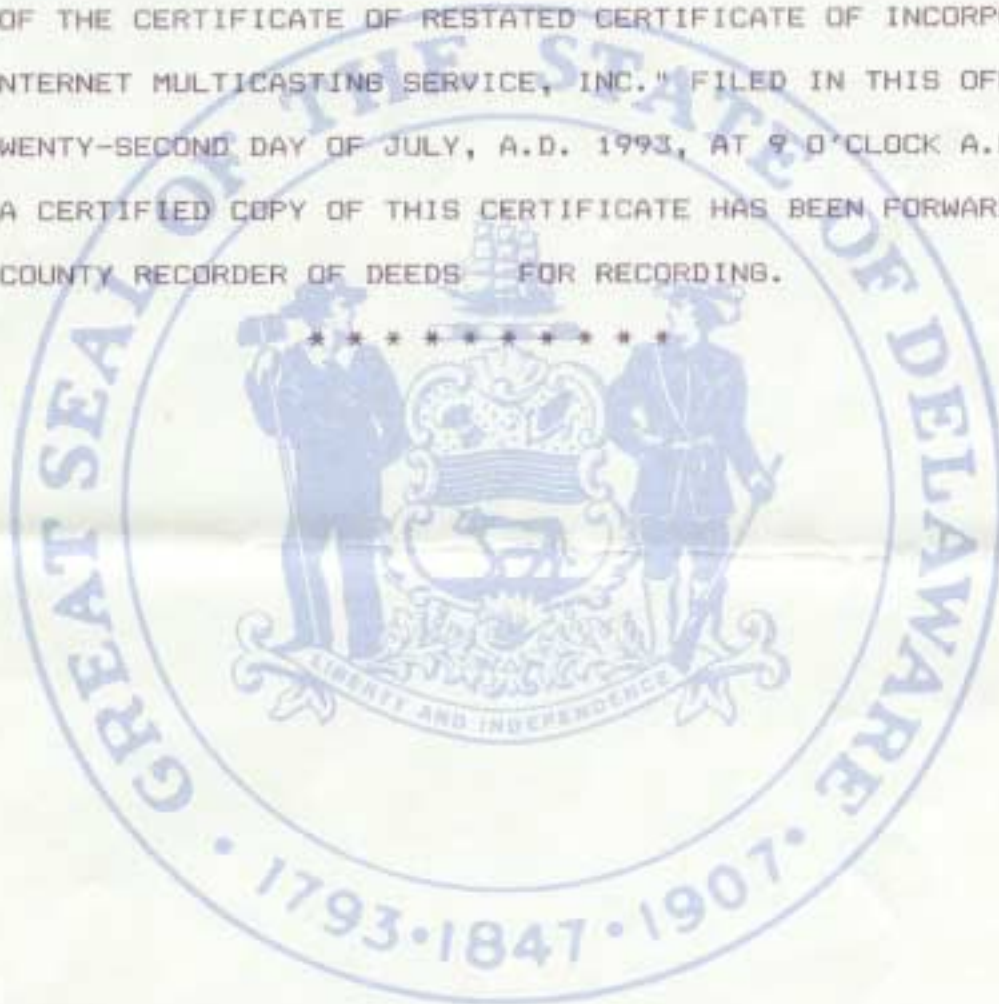


Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF "INTERNET MULTICASTING SERVICE, INC." FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF JULY, A.D. 1993, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION: *3988768

DATE: 07/23/1993

703203045

RESTATED CERTIFICATE OF INCORPORATION

OF

INTERNET MULTICASTING SERVICE, INC.

Internet Multicasting Service, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 7, 1993.
2. Pursuant to Section 242 and 245 of the General Corporation Law of the State of Delaware, this Restated Certificate of Incorporation restates, integrates and further amends the provisions of the Certificate of Incorporation of this Corporation.
3. The text of the Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

"FIRST. The name of the Corporation is Internet Multicasting Service, Inc.

SECOND. The address of its registered office in the State of Delaware is 15 E. North Street, in the City of Dover, County of Kent. The name of the registered agent of the Corporation at such address is Incorporating Services, Ltd.

THIRD. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, but limited to the specific purpose of developing an interactive global multimedia service to provide public affairs, technical, educational and other information over the global Internet computer network for the benefit of the public. This Corporation shall be a nonprofit corporation and is not organized for the private gain of any person.

FOURTH. The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and, without the authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, and the conditions of membership shall be stated in the Bylaws.

FIFTH. (a) This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(b) No part of the net earnings or assets of this organization shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

SIXTH. The name and the mailing address of the incorporator is as follows:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|--------------------|---|
| John B. Montgomery | Baker & McKenzie 660 Hansen Way Palo Alto, CA 94304 |

SEVENTH. (a) The property of this Corporation is irrevocably dedicated to the purposes set forth in the THIRD ARTICLE above.

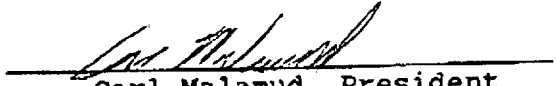
(b) Upon the winding up and dissolution of this Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable or educational purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax law.

EIGHTH. A Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the Director derived any improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize, with the approval of the Corporation's members, further reductions in the liability of the Corporation's directors for breach of fiduciary duty, then a Director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the Delaware General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this EIGHTH Article by the members of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification."


IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed under the seal of the Corporation by Carl Malamud, its President and attested by Carl Malamud, its Secretary, this 24 day of July, 1993.

INTERNET MULTICASTING SERVICE, INC.

By:


Carl Malamud, President

ATTEST:


Carl Malamud, Secretary