

CERTIFICATE OF INCORPORATION

OF
PLAN D, INC.

1. The name of the corporation to be formed upon the filing of this Certificate of Incorporation is PLAN D, INC. (the "Corporation").

2. The address of the Corporation's registered office in the State of Delaware is Corporation Trust, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

3. The nature of the business to be conducted by the Corporation is, or the purposes to be promoted by the Corporation are, to engage in any lawful acts or activities for which corporations may be organized under the General Corporation Law of the State of Delaware.

4. The total number of shares of stock which the Corporation shall have authority to issue is One Thousand Five Hundred (1,500) shares of Common Stock, all of which shares shall be without par value.

5. The name and mailing address of the sole incorporator of the Corporation are Darren Indyke, 457 Madison Avenue, Fourth Floor, New York, New York 10022.

6. The Corporation is to have perpetual existence.

7. In furtherance, and not in limitation, of the powers conferred by the General Corporation Law of the State of Delaware upon the board of directors of the Corporation, the board of directors of the Corporation is expressly authorized to make, alter or repeal the by-laws of the Corporation.

8. Elections of the directors of the Corporation need not be by written ballot, unless the by-laws of the Corporation shall so provide.

Meetings of the stockholders of the Corporation may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter

SCAN

SPN # _____
ACCT # _____
Doc. ID # _____
Effective Date: _____