

ARTICLES OF INCORPORATION

ARTICLES OF
INCORPORATION
(State of Oregon)

of

CAMBRIAN SYSTEMS
CORPORATION

CERTIFICATE OF INCORPORATION
Sanpao Acquisitions Corporation.

ARTICLE I
Name

The name of the Corporation is sanpao acquisitions corporation.

ARTICLE II
Duration

The Corporation is to have perpetual existence.

ARTICLE III
Registered Office and Agent

The address of its registered office in the State of Oregon is 255 Capitol St NE, Rm 151, Salem, State of Oregon. The name of its registered agent at such address is Ronald Greenman.

ARTICLE IV
Purposes

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be incorporated pursuant to the laws of the State of Oregon. The Corporation shall have all the powers of a corporation organized under the Corporation Law of the State of Oregon.

ARTICLE V
Capital Stock

A. *Number and Designation.* The Corporation shall have authority to issue 10 million shares of common stock, par value .001 per share ("Common Stock"). The shares may be issued by the Corporation from time to time as approved by the board of directors of the Corporation without the approval of the stockholders. Upon payment of consideration such shares shall be deemed to be fully paid and nonassessable. In the case of a stock dividend, the part of the surplus of the Corporation which is transferred to stated capital upon the issuance of shares as a stock dividend shall be deemed to be the consideration for their issuance.

A description of the different classes and series of the Corporation's capital stock, and a statement of the relative powers, designations, preferences and rights of the shares of each class and series of capital stock, and the qualifications, limitations or restrictions thereof, are as follows:

B. *Common Stock.* The holders of Common Stock shall have the respective rights and preferences set forth in this Article V.

- (1) Rights and Privileges. Except as provided in this Certificate, the holders of the Common Stock shall exclusively possess all voting power.
- (2) Voting Rights. Except as otherwise required by law, the holders of Common Stock will be entitled to one vote per share on all matters to be voted on by the Corporation's shareholders.

C. *Serial Preferred Stock.* Except as provided in this Certificate, the board of directors of the Corporation is authorized, by resolution or resolutions from time to time adopted, to provide for the issuance of serial preferred stock in series and to fix and state the powers, designations, preferences and relative, participating, optional or other special rights of the shares of each such series, and the qualifications, limitation or restrictions.

ARTICLE VI

Preemptive Rights

No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series, or any unissued bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock or carrying any right to purchase stock which may be issued pursuant to resolution of the board of directors of the Corporation to such persons, firms, corporations or associations, whether or not holders thereof, and upon such terms as may be deemed advisable by the board of directors in the exercise of its sole discretion.

ARTICLE VII

Repurchase of Shares

The Corporation may from time to time, pursuant to authorization by the board of directors of the Corporation and without action by the stockholders, purchase or otherwise acquire shares of any class, bonds, debentures, notes, scrip, warrants, obligations, evidences or indebtedness, or other securities of the Corporation in such manner, upon such terms, and in such amounts as the board of directors shall determine; subject, however, to such limitations or restrictions, if any, as are contained in the express terms of any class of shares of the Corporation outstanding at the time of the purchase or acquisition in question or as are imposed by law.

ARTICLE VIII

Meetings of Stockholders; No Cumulative Voting

- A. *Action by Written Consent.* No action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by written consent of stockholders in lieu of a meeting of stockholders, unless the action to be effected by written consent of stockholders and the taking of such action by such written consent have expressly been approved in advance by the board of directors of the Corporation.
- B. *Special Meetings.* Special meeting of the stockholders of the Corporation for any purpose or purposes may be called at any time by the board of directors of the Corporation, or by a committee of the board of directors which has been duly designated by the board of directors and whose powers and authorities, as provided in a resolution of the board of directors or in the bylaws of the Corporation, include the power and authority to call such meetings but such special meetings may not be called by another person or persons.
- C. *No Cumulative Voting.* There shall be no cumulative voting by stockholders of any class or series in the election of directors of the Corporation.
- D. *Place of Meetings.* Meetings of stockholders may be held at such place as the bylaws may provide.

ARTICLE IX

Notice for Nominations and Proposals

- A. *Nominations and Proposals.* Nominations for the election of directors and proposals for any new business to be taken up at any annual or special meeting of stockholders may be made by the board of directors of the Corporation or by any stockholder of the Corporation entitled to vote generally in the election of directors.

ARTICLE X

Directors

The number of directors of the Corporation shall be such number, not less than one nor more than nine (exclusive of directors, if any, to be elected by holders of preferred stock of the Corporation), as shall be provided from time to time in a resolution adopted by the board of directors, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director, and provided further that no action shall be taken to decrease or increase the number of directors from time to time unless at least two+

thirds of the directors then in office shall concur in said action. Exclusive of directors, if any, elected by holders of preferred stock, vacancies in the board of directors of the Corporation, however caused, and newly created directorships shall be filled by a vote of two-thirds of the directors then in office, whether or not a quorum, and any director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of the class to which the director has been chosen expires and when the director's successor is elected and qualified.

Whenever the holders of any one or more series of preferred stock of the Corporation shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the board of directors shall include said directors so elected and not be in addition to the maximum number of directors fixed as provided in this Article X. Notwithstanding the foregoing, and except as otherwise may be required by law, whenever the holders of any one or more series of preferred stock of the Corporation elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders.

ARTICLE XI Removal of Directors

Notwithstanding any other provision of this Certificate or the bylaws of the Corporation, any director or all the directors of a single class (but not the entire board of directors) of the Corporation may be removed, at any time, but only for cause and only by the affirmative vote of the holders of at least 66% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose. Notwithstanding the foregoing, whenever the holders of any one or more series of preferred stock of the Corporation shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the preceding provisions of this Article XI shall not apply with respect to the director or directors elected by holders of preferred stock. I think a greater than majority vote for the removal of a director is a good idea as it flies in the face of the shareholders' wills.

ARTICLE XII Approval of Certain Business Combinations

The stockholder vote required to approve Business Combinations (as hereinafter defined) shall be as set forth in this section.

A. Required Affirmative Vote.

(1) Except as otherwise expressly provided in this Article XIII, and in addition to any other vote required by law, the affirmative vote required by law, the affirmative vote of the holders of (i) at least 60% of the voting power of the outstanding shares entitled to vote thereon (and, if any class or series of shares is entitled to vote thereon separately the affirmative vote of the holders of at least 60% of the outstanding shares of each such class or series), and (ii) at least a majority of the outstanding shares entitled to vote thereon, not including shares deemed beneficially owned by a Related Person (as hereinafter defined), shall be required in order to authorize any of the following:

(a) any merger or consolidation of the Corporation or a subsidiary of the Corporation with or into a Related person (as hereinafter defined);

(b) any sale, lease, exchange, transfer or other disposition, including without limitation, a mortgage or pledge, of all or any Substantial Part (as hereinafter defined) of the assets of the Corporation (including without limitation any voting securities of a subsidiary) or of a subsidiary, to a Related Person;

(c) any merger or consolidation of a Related Person with or into the Corporation or a subsidiary of the Corporation;

(d) any sale, lease, exchange, transfer or other disposition of all or any Substantial Part of the assets of a Related Person to the Corporation or a subsidiary of the Corporation;

(e) the issuance of any securities of the Corporation or a subsidiary of the Corporation to a Related

B. Exceptions. The provisions of paragraph A shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by any other provision of this Certificate, any provision of law, or any agreement with any regulatory agency or national securities exchange, if the Business Combination shall have been approved in advance by a two-thirds vote of the Continuing Directors (as hereinafter defined; provided, however, that such approval shall only be effective if obtained at a meeting at which a continuing Director Quorum (as hereinafter defined) is present.

ARTICLE XIII Indemnification

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, incorporator, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, incorporator, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (including an employee benefit plan), shall be entitled to be indemnified by the corporation to the full extent then permitted by law against expenses (including counsel fees and disbursements), judgments, fines (including excise taxes assessed on a person with respect to an employee benefit plan), and amounts paid in settlement incurred by him in connection with such action, suit, or proceeding. Such right of indemnification shall inure whether or not the claim asserted is based on matters which antedate the adoption of this Article XV. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, incorporator, employee, partner, trustee, or agent and shall inure to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article XV shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted of the bylaws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provisions of law, or otherwise.

ARTICLE XIV Limitations on Directors' Liability

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except: (A) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (B) for acts or omissions that are not in good faith or that involve intentional misconduct or a knowing violation of law, (C) under Section 174 of the General Corporation Law of the State of Delaware, or (D) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended after the date of filing of this Certificate to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders 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.

ARTICLE XV Amendment of Bylaws

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Corporation is expressly authorized to adopt, repeal, alter, amend and rescind the bylaws of the Corporation by a vote of two-thirds of the board of directors. Notwithstanding any other provision of this Certificate or the bylaws of the Corporation, and in addition to any affirmative vote required by law (and notwithstanding the fact that some lesser percentage may be specified by law), the bylaws shall be adopted, repealed, altered,

amended or rescinded by the stockholders of the Corporation only by the vote of the holders of not less than 66% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose (provided that notice of such proposed adoption, repeal, alteration, amendment or rescission is included in the notice of such meeting), or, as set forth above, by the board of directors.

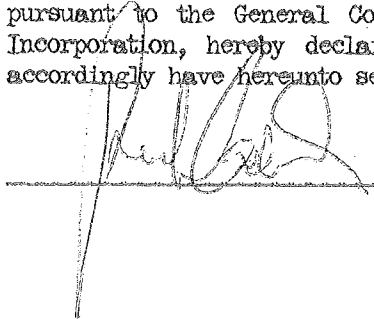
ARTICLE XVI
Amendment of Certificate of Incorporation

Subject to the provisions hereof, the Corporation reserves the right to repeal, alter, amend or rescind any provision contained in this Certificate in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the foregoing at any time and from time to time, the provisions set forth in Articles VIII, IX, X, XI, XII, XIII, XIV, XV, XVI, XVII and this Article XVIII may be repealed, altered, amended or rescinded in any respect only if the same is approved by the affirmative vote of the holders of not less than 66% of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors.

ARTICLE XVII

The name and address of the incorporator is:
Ronald Greenman
255 Capitol St NE, Rm 151,
Salem, OR 97310

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of Oregon, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of October 1982.



Ronald Greenman
Incorporator

Business Registry Business Name Search

New Search

Business Entity Data

01-24-2008

11:53

Registry Nbr	Entity Type	Entity Status	Jurisdiction	Registry Date	Duration Date	Renewal Date
164355-13	DBC	INA	OREGON	11-10-1982		11-10-1996
Entity Name	CAMBRIAN SYSTEMS, INC.					
Foreign Name						

New Search

Associated Names

Type	PPB	PRINCIPAL PLACE OF BUSINESS				
Addr 1	3 EMBARCADGRO CENTRE STE 1133					
Addr 2						
CSZ	SAN FRANCISCO	CA	94111		Country	UNITED STATES OF AMERICA

Please click here for general information about registered agents and service of process.

Type	AGT	REGISTERED AGENT	Start Date	Resign Date
Name	RONALD	L	GREENMAN	
Addr 1	1600 PIONEER TOWER			
Addr 2	888 SW FIFTH AVE			
CSZ	PORTLAND	OR	97204	2099
Country	UNITED STATES OF AMERICA			

Type	PRE	PRESIDENT	Resign Date
Name	DAVID	H	BEGIN
Addr 1	% CAMBRIAN SYST INC		
Addr 2	3 EMBARCADGRO CENTER STE 1133		
CSZ	SAN FRANCISCO	CA	94111
Country	UNITED STATES OF AMERICA		

Type	SEC	SECRETARY	Resign Date
Name	BRUCE	E	TUHOLSKY
Addr 1	% CAMBRIAN SYST INC		
Addr 2	3 EMBARCADGRO CENTER STE 1133		
CSZ	SAN FRANCISCO	CA	94111
Country	UNITED STATES OF AMERICA		

New Search

Name History

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Business Entity Name	Name Type	Name Status	Start Date	End Date
CAMBRIAN SYSTEMS, INC.	EN	CUR	12-08-1982	
SANPAO ACQUISITIONS CORPORATION	EN	PRE	11-10-1982	12-08-1982

Please read before ordering Copies.

New Search

Summary History

Image Date	Action	Transaction Date	Effective Date	Status	Name/Agent Change	Dissolved By
01-17-1997	INVOL DISSOLUTION	01-02-1997		SYS		
11-15-1996	NOTICE	11-18-1996		SYS		
11-21-1995	AMENDED RENEWAL	11-21-1995		FI		
11-17-1995	NOTICE	11-20-1995		SYS		
11-02-1994	AMENDED RENEWAL	10-31-1994		FI		
11-05-1993	STRAIGHT RENEWAL	10-26-1993		FI		
06-14-1993	CORRECTION OF ANNUAL	06-14-1993		FI		
11-10-1992	AMENDED RENEWAL	11-06-1992		FI		
10-25-1991	STRAIGHT RENEWAL	10-23-1991		FI		
11-05-1990	STRAIGHT RENEWAL	11-01-1990		FI		
04-16-1990	AGENT/AUTH REP CHNG	04-16-1990		FI		
10-27-1989	AMENDED RENEWAL	10-26-1989		FI		
08-31-1989	NB AMENDMENT	08-31-1989		FI		
08-10-1989	NB AMENDMENT	08-10-1989		FI		
10-06-1988	AMENDED RENEWAL	10-04-1988		FI		
11-16-1987	STRAIGHT RENEWAL	11-13-1987		FI		
11-13-1986	AMENDED RENEWAL	11-10-1986		FI		
11-29-1985	AMENDED RENEWAL	11-15-1985		FI		
12-06-	STRAIGHT	12-03-1984		FI		

1984	RENEWAL					
12-06-1984	NC AMENDMENT	10-26-1983		FI		
12-06-1984	NC AMENDMENT	10-26-1983		FI		
09-19-1984	MERGER	12-08-1982		FI		
09-19-1984	ENTITY NAME CHANGE	12-08-1982		FI		
09-19-1984	NEW FILING	11-10-1982		FI		

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ARTICLES OF
INCORPORATION
(Reincorporation –
State of Oregon)

of

CAMBRIAN SYSTEMS
CORPORATION

Business Registry Business Name Search

[New Search](#)

Business Entity Data

10-05-2010
15:13

Registry Nbr	Entity Type	Entity Status	Jurisdiction	Registry Date	Next Renewal Date	Renewal Due?
549365-97	DBC	INA	OREGON	09-24-2008		
Entity Name CAMBRIAN SYSTEMS INC.						
Foreign Name						

[New Search](#)

Associated Names

Please click here for general information about registered agents and service of process.

Type	AGT	REGISTERED AGENT	Start Date	09-24-2008	Resign Date	
Of Record	462580-83	NATIONAL REGISTERED AGENTS, INC.				
Addr 1	325 13TH ST NE STE 501					
Addr 2						
CSZ	SALEM	OR	97301	Country	UNITED STATES OF AMERICA	

[New Search](#)

Name History

Business Entity Name	Name Type	Name Status	Start Date	End Date
CAMBRIAN SYSTEMS INC.	EN	CUR	09-24-2008	

Please read before ordering Copies.

[New Search](#)

Summary History

Image Date	Action	Transaction Date	Effective Date	Status	Name/Agent Change	Dissolved By
02-02-2010	CHANGE OF REGISTERED AGENT/ADDRESS	02-02-2010		FI		
09-29-2008	ARTICLES OF MERGER	09-29-2008		FI		
09-24-2008	ARTICLES OF INCORPORATION	09-24-2008		FI	Agent	

Business Registry Business Name Search

[New Search](#)

Merger Transaction Data

Image Date	Action	Transaction Date	Effective Date	Status		
09-29-2008	ARTICLES OF MERGER	09-29-2008		FI		

[New Search](#)

Merger Survivor

Registry Number	Name Status	Name	Entity Type	Jurisdiction
		CAMBRIAN SYSTEMS CORPORATION		DELAWARE

[New Search](#)

Merger Non Survivor

Registry Number	Name Status	Name	Entity Type	Jurisdiction
549365-97	CUR	CAMBRIAN SYSTEMS INC.	DBC	OREGON

[New Search](#)

Merger Correspondent

No Correspondent found.



Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document	Filed On		
ARTICLES OF MERGER	09/29/2008		
Name of Survivor	Reg. No.	Type	Juris
CAMBRIAN SYSTEMS CORPORATION			DE
Name(s) of Non Survivor(s)	Reg. No.	Type	Juris
CAMBRIAN SYSTEMS INC.	549365-97	DOM BUS CORP	OR



Phone: (503) 986-2200
 Fax: (503) 378-4381

CONFIRMATION
 COPY

Articles of Merger

536
 #155 (55)

Secretary of State
 Corporation Division
 255 Capitol St. NE, Suite 151
 Salem, OR 97310-1327
 FilingInOregon.com

Check the appropriate box below:

- MULTI ENTITY MERGER
 (Complete only 1, 2, 3, 4, 10, 11)
 FOR PARENT AND 90% OWNED SUBSIDIARY
 WITHOUT SHAREHOLDER APPROVAL
 (Complete only 5, 6, 7, 8, 9, 10, 11)

FILED
 SEP 29 2008
 OREGON
 SECRETARY OF STATE

SURVIVOR
 REGISTRY NUMBER: 549365-97

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER
<u>Cambrian Systems Inc. (Oregon)</u>	<u>DBC</u>	<u>549365-97</u>
<u>Cambrian Systems Corporation (Delaware)</u>	<u>General Corp.</u>	<u>4487289</u>

2) NAME AND TYPE OF THE SURVIVING ENTITY Cambrian Systems Corporation (Delaware)
 Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.
 A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION _____
 Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION _____
 Oregon Registry Number _____

7) NAME OF SURVIVING CORPORATION _____

8) COPY OF PLAN
 A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX
 A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ Date
 The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION
 Signature: [Signature] Printed Name: Guy Cohen Title: Director

11) CONTACT NAME (To resolve questions with this filing.)

DAYTIME PHONE NUMBER (Include area code.)

FEES	
Required Processing Fee	\$50 - Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.	
Please make check payable to "Corporation Division."	
NOTE: Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.	

CERTIFICATE OF MERGER
of
CAMBRIAN SYSTEMS, INC.
(a Oregon corporation)
into
CAMBRIAN SYSTEMS CORPORATION.
(a Delaware corporation)

The undersigned corporation
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporation of the merger is as follows:

NAME	STATE OF INCORPORATION
Cambrian Systems .Inc	Oregon
Cambrian Systems Corporation.	Delaware

SECOND: That an agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledge by each of the constituent corporations in accordance with the requirements of Section 252 General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Cambrian Systems Corporation., a Delaware corporation.

FOURTH: That no amendments or changes in the Certified of Incorporation of Cambrian Systems Corporation., a Delaware corporation, which is the surviving corporation, are to be effected by the merger.

FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 545 Madison Avenue, New York, NY 10022.

SIXTH: That a copy of the Plan and Agreement of merger will be furnished on request and without cost, to any shareholder of either constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on its filing date.

DATED: September 25, 2008

Cambrian Systems Inc (a Oregon corporation)

By: 

Guy Cohen, Secretary

Cambrian Systems Corporation (a Delaware corporation)

By: 

Guy Cohen, President

ARTICLES OF
INCORPORATION
AND MERGER
(State of Delaware)

of

CAMBRIAN SYSTEMS
CORPORATION

CERTIFICATE OF INCORPORATION

- FIRST. The name of the corporation is **Cambrian Systems Corporation**.
- SECOND. The address of its registered office in the State of Delaware is **Trolley Square, Suite 20 C, in the City of Wilmington, County of New Castle**. The Registered Agent in charge thereof is **Inc. Plan (USA)**, located at the same address, as above.
- THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
- FOURTH. The total number of shares of stock which the corporation shall have authority to issue is **ten million (10,000,000)**; each of such shares shall have a **\$0.001** par value.
- FIFTH. The name and mailing address of the incorporator is as follows:
**Caroline Quigley
Inc. Plan (USA)
Trolley Square, Suite 20 C
Wilmington, Delaware 19806**
- SIXTH. The corporation is to have perpetual existence.
- SEVENTH. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as director except for liability (i) breach of director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the Delaware General Corporation Law, (iv) for any transaction for which the director derived an improper personal benefit.
- EIGHTH. 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 prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
- I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make, file, and record this Certificate, and I have accordingly hereunto set my hand this 9th day of January A.D. 2008.


Incorporator/ Caroline Quigley

WRITTEN ACTION OF INCORPORATOR

OF

Cambrian Systems Corporation

THE UNDERSIGNED, being the incorporator of **Cambrian Systems Corporation** Delaware corporation (the "Company"), hereby takes the following actions pursuant to Sections 107 and 108 of the Delaware General Corporation Law:

1. That the following persons are hereby elected to serve as Directors of the Company until the first annual meeting of the stockholders or until their successors are elected and qualified and that they shall constitute the initial Directors:

Guy Cohen

2. That the Bylaws attached hereto are hereby adopted as the Operating Agreement.

This Written Action of Incorporator shall be inserted in the minute book of the Company.

The undersigned has executed this Written Action of Incorporator on January 9, 2008.



Incorporator

[Frequently Asked Questions](#) [View Search Results](#) [Summary of Charges](#) [Logout](#)

Entity Details

<u>File Number:</u>	4487289	<u>Incorporation Date / Formation Date:</u>	01/09/2008 (mm/dd/yyyy)
<u>Entity Name:</u>	CAMBRIAN SYSTEMS CORPORATION		
<u>Entity Kind:</u>	CORPORATION	<u>Entity Type:</u>	GENERAL
<u>Residency:</u>	DOMESTIC	<u>State:</u>	DE
<u>Status:</u>	GOOD STANDING	<u>Status Date:</u>	01/09/2008

TAX INFORMATION

<u>Last Annual Report Filed:</u>	NO REPORTS ON FILE	<u>Tax Due:</u>	\$ 0.00
<u>Annual Tax Assessment:</u>	\$ 0.00	<u>Total Authorized Shares:</u>	10,000,000

REGISTERED AGENT INFORMATION

<u>Name:</u>	INC. PLAN (USA)		
<u>Address:</u>	TROLLEY SQUARE SUITE 20 C		
<u>City:</u>	WILMINGTON	<u>County:</u>	NEW CASTLE
<u>State:</u>	DE	<u>Postal Code:</u>	19806
<u>Phone:</u>	(302)428-1200		

FILING HISTORY (Last 5 Filings)

Seq	Document Code	Description	No. of pages	Filing Date (mm/dd/yyyy)	Filing Time	Effective Date (mm/dd/yyyy)
1	0102S	Incorp Delaware Stock Co.	1	01/09/2008	16:45	01/09/2008

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To contact a Delaware Online Agent [click here](#).

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Entity Details

File Number:	4487289	<u>Incorporation Date /</u>	01/09/2008
		<u>Formation Date:</u>	(mm/dd/yyyy)
Entity Name:	CAMBRIAN SYSTEMS CORPORATION		
Entity Kind:	CORPORATION	Entity Type:	GENERAL
Residency:	DOMESTIC	State:	DE
Status:	GOOD STANDING	Status Date:	06/10/2008

TAX INFORMATION

Last Annual Report Filed:	NO REPORTS ON FILE	Tax Due:	\$ 0.00
Annual Tax Assessment:	\$ 0.00	Total Authorized Shares:	10,000,000

REGISTERED AGENT INFORMATION

Name:	INC. PLAN (USA)		
Address:	TROLLEY SQUARE SUITE 20 C		
City:	WILMINGTON	County:	NEW CASTLE
State:	DE	Postal Code:	19806
Phone:	(302)428-1200		

FILING HISTORY (Last 5 Filings)

Seq	Document Code	Description	No. of pages	Filing Date (mm/dd/yyyy)	Filing Time	Effective Date (mm/dd/yyyy)
1	0250S	Merger; Survivor	2	06/10/2008	10:55	06/10/2008
2	0102S	Incorp Delaware Stock Co.	1	01/09/2008	16:45	01/09/2008

[Back to Entity Search](#)

To contact a Delaware Online Agent [click here](#).

Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, Del. 19901
Phone: (302) 739-3073
Fax: (302) 739-3812

Certificate of Merger

Dear Sir or Madam:

Attached please find a Certificate of Merger form to be filed in accordance with the General Corporation Law of the State of Delaware. The fee to file the Certificate is a \$174.00. If your document is more than 1 page, please include \$9.00 for each additional page. You will receive a stamped "Filed" copy of your submitted document. A certified copy may be requested for an additional \$30. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware companies merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your check payable to the "Delaware Secretary of State".

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don't hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

encl.
rev. 07/04

CERTIFICATE OF MERGER
OF
CAMBRIAN SYSTEMS, INC.
(a Oregon corporation)

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:39 AM 02/06/2008
FILED 10:39 AM 02/06/2008
SRV 060249271 - 3387055 FILE

into
CAMRIAN SYSTEMS CORPORATION.
(a Delaware corporation)

The undersigned corporation
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Cambrian Systems, Inc	Oregon
Cambrian Systems Corporation.	Delaware

SECOND: That an agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledge by each of the constituent corporations in accordance with the requirements of Section 252 General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Cambrian Systems Corporation., a Delaware corporation.

FOURTH: That no amendments or changes in the Certified of Incorporation of Cambrian Systems Corporation., a Delaware corporation, which is the surviving corporation, are to be effected by the merger.

FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 545 Madison Avenue, New York, NY 10022.

SIXTH: That a copy of the Plan and Agreement of merger will be furnished on request and without cost, to any shareholder of either constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on its filing date.

DATED: September 25, 2008

Cambrian Systems Inc (a Oregon corporation)

By: 

Guy Cohen, Secretary

Cambrian Systems Corporation (a Delaware corporation)

By: 

Guy Cohen, President

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CAMBRIAN SYSTEMS, INC.", AN OREGON CORPORATION,
WITH AND INTO "CAMBRIAN SYSTEMS CORPORATION" UNDER THE NAME OF "CAMBRIAN SYSTEMS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JUNE, A.D. 2008, AT 10:55 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4487289 8100M

080677973



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6649575

DATE: 06-10-08

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 10:55 AM 06/10/2008
 FILED 10:55 AM 06/10/2008
 SRV 080677973 - 4487289 FILE

CERTIFICATE OF MERGER
 Of
 CAMBRIAN SYSTEMS, INC.
 (a Oregon corporation)
 into
 CAMBRIAN SYSTEMS CORPORATION.
 (a Delaware corporation)

The undersigned corporation
 DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Cambrian Systems ,Inc	Oregon
Cambrian Systems Corporation.	Delaware

SECOND: That an agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledge by each of the constituent corporations in accordance with the requirements of Section 252 General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Cambrian Systems Corporation., a Delaware corporation.

FOURTH: That no amendments or changes in the Certified of Incorporation of Cambrian Systems Corporation., a Delaware corporation, which is the surviving corporation, are to be effected by the merger.

FIFTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 545 Madison Avenue, New York, NY 10022.

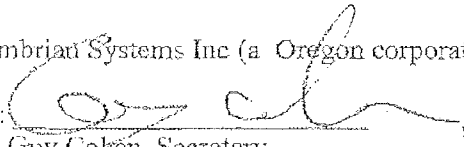
SIXTH: That a copy of the Plan and Agreement of merger will be furnished on request and without cost, to any shareholder of either constituent corporation.

SEVENTH: The total number of shares that Cambrian Systems inc (Oregon Corporation) has the authority to issue is ten million (10,000,000) shares of \$.001 par value

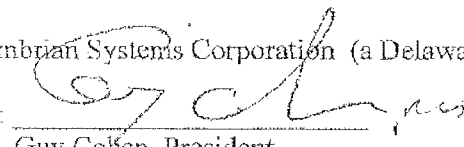
EIGHT: That this Certificate of Merger shall be effective on its filing date.

Dated: June 4, 2008

Cambrian Systems Inc (a Oregon corporation)

By: , Secretary
Guy Cohen, Secretary

Cambrian Systems Corporation (a Delaware corporation)

By: , President
Guy Cohen, President