

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 10/18/1995
950240711 - 2553379

CERTIFICATE OF INCORPORATION

OF

UNIDIGITAL INC.

FIRST: NAME

The name of the corporation is Unidigital Inc. (the "Corporation").

SECOND: ADDRESS

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

THIRD: PURPOSE

The nature of the business or purposes to be conducted or promoted by the Corporation is the engagement in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended (the "Law").

FOURTH: POWERS

In order to conduct its business and promote and accomplish its purposes, the Corporation shall have and may exercise all of the powers conferred by the Law upon corporations formed thereunder.

FIFTH: PERPETUAL EXISTENCE

The Corporation shall have perpetual existence.

SIXTH: CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is fifteen million (15,000,000) shares, of which ten million (10,000,000) shares shall be common stock, par value \$.01 per share (the "Common Stock"), and five million (5,000,000) shares shall be preferred stock, par value \$.01 per share (the "Preferred Stock").

Shares of Preferred Stock may be issued in one or more series. The number of shares included in any series of Preferred Stock and the full or limited voting rights, if any, the

cumulative or non-cumulative dividend rights, if any, the conversion, redemption or sinking fund rights, if any, and the priorities, preferences and relative, participating, optional and other special rights, if any, in respect of the Preferred Stock, any series of Preferred Stock or any rights pertaining thereto, and the qualification, limitations or restrictions on the Preferred Stock, any series of Preferred Stock or any rights pertaining thereto, shall be those set forth in the resolution or resolutions providing for the issuance of the Preferred Stock or such series of Preferred Stock adopted at any time and from time to time by the affirmative vote of a majority of the total number of directors which the Corporation would have if there were no vacancies on the Board of Directors of the Corporation (the "Board") at the time of the vote (the "Whole Board") on such resolution or resolutions and filed with the Secretary of State of the State of Delaware. The Board is hereby expressly vested with authority, to the full extent now or hereafter provided by the Law, to adopt any such resolution or resolutions.

SEVENTH: DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of the Board. The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

William E. Dye, 20 West 20th Street, New York, New York 10011
Stephen McErlain, 20 West 20th Street, New York, New York 10011.

Thereafter, subject to any limitations which may be set forth in the By-Laws and subject to the right, if any, of holders of shares of Preferred Stock outstanding to elect additional directors expressly set forth in the resolution or resolutions providing for the issuance of such shares, the number of directors shall be such number or such greater or lesser number as may be fixed from time to time and at any time by a resolution or resolutions adopted by the affirmative vote of a majority of the Whole Board.

Except as otherwise provided in the By-Laws, the election of directors is not required to be conducted by written ballot.

Except for the right, if any, of holders of shares of Preferred Stock then outstanding to remove one or more directors expressly set forth in the resolution or resolutions providing for the issuance of such shares and except as otherwise required by the Law, directors can be removed only for cause and only upon the affirmative vote of holders of at least 67% of the voting power of all shares of capital stock of the Corporation then outstanding entitled to vote generally for the election of directors.

Except for the right, if any, of holders of shares of Preferred Stock then outstanding to fill such vacancies expressly set forth in the resolution or resolutions providing for the issuance of such shares and except as otherwise required by the Law, any vacancies on the Board resulting from an increase in the authorized number of directors, from death, resignation,

retirement, disqualification or removal of a director or from any other event, can be filled by a majority vote of the directors then in office (even though they constitute less than a quorum), unless no directors are then in office in which (but only in which) event such vacancies can be filled by the stockholders. A director elected to fill such a vacancy shall hold office until the due election and qualification of his successor (which may be such director, if he is re-elected) at the annual meeting of stockholders next following his election or his earlier death, resignation or removal. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

In connection with managing the business and affairs of the Corporation, including, but not limited to, determining whether and to what extent any action may be in the best interests of the Corporation or the stockholders, approving or disapproving any action or determining whether to make any recommendation and what recommendation to make to stockholders with respect to any matter, each director and the Board (and any committee of the Board) may consider: (i) the long-term and short-term interests of the employees, suppliers, creditors and customers of the Corporation and its subsidiaries; (ii) the long-term and short-term interests of the communities in which the Corporation and its subsidiaries conduct any business or other activities; and (iii) the long-term and short-term interests of the Corporation, its subsidiaries and the stockholders, including the possibility that such interests may best be served by the continued independence of the Corporation.

EIGHTH: VOTING

Except for the right, if any, of holders of shares of Preferred Stock then outstanding to cumulate votes expressly set forth in the resolution or resolutions providing for the issuance of such shares, cumulative voting is not permitted with respect to the election of directors.

Except as otherwise permitted with respect to meetings consisting solely of, and actions required or permitted to be taken at meetings consisting solely of, holders of shares of Preferred Stock then outstanding as expressly set forth in the resolution or resolutions providing for the issuance of such shares, (i) any action required or permitted to be taken by the stockholders must be taken at a duly called and convened meeting of stockholders and cannot be taken by consent in writing, and (ii) special meetings of stockholders can be called only: (a) by or at the direction of the Board pursuant to a resolution or resolutions adopted by the affirmative vote of a majority of the Whole Board; (b) by or at the direction of a committee of the Board which has been expressly authorized by the Board pursuant to a resolution or resolutions adopted by the affirmative vote of a majority of the Whole Board to call special meetings of stockholders; or (c) by the chief executive officer or president of the Corporation.

NINTH: BY-LAWS

The By-Laws of the Corporation adopted by the sole incorporator shall be the By-Laws.

All or any part of the By-Laws may be amended or repealed and new By-Laws may be

adopted at any time and from time to time pursuant to (but only pursuant to) a resolution or resolutions adopted by the affirmative vote of a majority of the Whole Board, but subject to the power of the holders of shares of capital stock of the Corporation then outstanding to adopt, amend or repeal the By-Laws as provided in the next paragraph and to the limitations set forth in the By-Laws immediately after such time.

Subject to the next sentence, all or any part of the By-Laws may be amended or repealed and new By-Laws may be adopted by the stockholders upon (but only upon) the affirmative vote of holders of at least 67% of the voting power of all shares of capital stock of the Corporation then outstanding entitled to vote generally for the election of directors.

TENTH: EXCULPATION

A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the duty of loyalty of such director 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 law, (iii) under Section 174 of the Law, or (iv) for any transaction from which such director derives an improper personal benefit. If the Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted by the Law, as so amended. No repeal or modification of this Article TENTH shall adversely affect any right of or protection afforded to a director prior to such repeal or modification.

ELEVENTH: AMENDMENTS

Subject to the next sentence, notwithstanding any other provision contained in this Certificate of Incorporation and notwithstanding that a lesser percentage may be specified by law, the By-Laws or otherwise, Articles SEVENTH, EIGHTH, NINTH and TENTH of this Certificate of Incorporation and this Article ELEVENTH shall not be amended or repealed, and no provision inconsistent therewith or providing for cumulative voting in the election of directors shall be adopted, unless such adoption, amendment or repeal is approved by the affirmative vote of holders of at least 67% of the voting power of all shares of capital stock of the Corporation then outstanding entitled to vote generally for the election of directors.

Subject to the immediately preceding paragraph of this Article ELEVENTH, the Corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon stockholders herein are granted subject to this reservation.

TWELFTH: COMPROMISE

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class

of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

THIRTEENTH: INCORPORATOR

The name and mailing address of the sole incorporator is as follows: Eric Eisenstadt, c/o Hoffinger Friedland Dobrish Bernfeld & Stern, P.C., 110 East 59th Street, New York, New York 10022

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly, has hereunto set my hand this 18th day of October, 1995.


Eric Eisenstadt, Incorporator

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:45 AM 11/07/1995
950257732 - 2553379

CERTIFICATE OF MERGER
OF
UNIDIGITAL OF NEW YORK INC.
(a New York corporation)
INTO
UNIDIGITAL INC.
(a Delaware corporation)

**(pursuant to Section 252 of the
Delaware General Corporation Law)**

Pursuant to the provisions of Section 252 of the Delaware General Corporation Law, the undersigned President of UNIDIGITAL OF NEW YORK INC., a New York corporation ("UNIDIGITAL-NEW YORK"), and the undersigned President of UNIDIGITAL INC., a Delaware corporation ("UNIDIGITAL-DELAWARE"), hereby certify:

FIRST: That the names of the constituent corporations are UNIDIGITAL OF NEW YORK INC., a New York corporation and UNIDIGITAL INC., a Delaware corporation.

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by both UNIDIGITAL-NEW YORK and UNIDIGITAL-DELAWARE in accordance with Section 252 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation is UNIDIGITAL INC., a Delaware corporation.

FOURTH: A copy of the Agreement and Plan of Merger is on file at the principal place of business of UNIDIGITAL-DELAWARE, the surviving corporation, at 20 West 20th Street, New York, New York.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by UNIDIGITAL-DELAWARE, the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SIXTH: The authorized capital stock of UNIDIGITAL-NEW YORK is 200 shares of common stock, no par value.

IN WITNESS WHEREOF, the undersigned do make this Certificate of Merger, hereby declaring and certifying that this is our free act and deed and the facts herein stated are true, and accordingly, have set our hands this 7th day of November, 1995.

UNIDIGITAL OF NEW YORK INC.
(a New York corporation)

By: William E. Dye
President

UNIDIGITAL INC.
(a Delaware corporation)

By: William E. Dye
President

STATE OF DELAWARE 3:26
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 12/27/1995
950308949 - 2553379

STEPHEN R STERN

FAX NO. 1 212 750 1259

P.02/03

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
UNIDIGITAL INC.**

Under Section 242 of the General
Corporation Law of the State of
Delaware

Pursuant to the provisions of Section 242 of the General Corporation Law, the undersigned, being the President and Secretary of the corporation, hereby certify:

- ONE: The name of the corporation is **UNIDIGITAL INC.**
- TWO: The Certificate of Incorporation was filed by the Department of State on the 18th day of October, 1995.
- THREE: The Certificate of Incorporation is hereby amended to change the percentage of votes needed to be cast to remove a director from 67% to 51%. Article SEVENTH, third paragraph of the Certificate of Incorporation, which sets forth the procedure for removal of directors, is hereby amended to read as follows:

"SEVENTH: Except for the right, if any, of holders of shares of Preferred Stock then outstanding to remove one or more directors expressly set forth in the resolution or resolutions providing for the issuance of such shares and except as otherwise required by the Law, directors can be removed only for cause and only upon the affirmative vote of holders of at least 51% of the voting power of all shares of capital stock of the Corporation then outstanding entitled to vote generally for the election of directors.
- FOUR: The above amendment to the Certificate of Incorporation is authorized by the unanimous written consent of the Board of Directors followed by the unanimous written consent of the Shareholders of all the outstanding shares of the corporation entitled to vote.

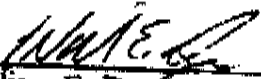
DEC-27-95 WED 13:27

STEPHEN R STERN

FAX NO. 1 212 750 1259

P.03/03

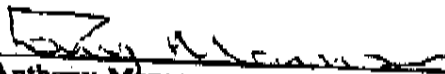
IN WITNESS WHEREOF, we sign our names and affirm that the statements made herein are true under the penalties of perjury, made as of the 27th day of December, 1995.



William E. Dye



Stephen McErlain



Anthony Manser

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/14/1999
991193305 - 2553379

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION, AS AMENDED
OF
UNIDIGITAL INC.**

Pursuant to Section 242 of the Delaware General Corporation Law, the undersigned corporation executes this Certificate of Amendment to its Certificate of Incorporation, as amended.

1. Article SIXTH of the Corporation's Certificate of Incorporation, as amended, is amended to provide in its entirety:

"SIXTH: CAPITAL STOCK

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is thirty-five million (35,000,000) shares, of which twenty-five million (25,000,000) shares shall be common stock, par value \$0.01 per share (the "Common Stock"), and ten million (10,000,000) shares shall be preferred stock, par value \$0.01 per share (the "Preferred Stock").

Shares of Preferred Stock may be issued in one or more series. The number of shares included in any series of Preferred Stock and the full or limited voting rights, if any, the cumulative or non-cumulative dividend rights, if any, the conversion, redemption or sinking fund rights, if any, and the priorities, preferences and relative, participating, optional and other special rights, if any, in respect of the Preferred Stock, any series of Preferred Stock or any rights pertaining thereto, and the qualification, limitations or restrictions on the Preferred Stock, any series of Preferred Stock or any rights pertaining thereto, shall be those set forth in the resolution or resolutions providing for the issuance of the Preferred Stock or such series of Preferred Stock adopted at any time and from time to time by the affirmative vote of a majority of the total number of directors which the Corporation would have if there were no vacancies on the Board of Directors of the Corporation (the "Board") at the time of the vote (the "Whole Board") on such resolution or resolutions and filed with the Secretary of State of the State of Delaware. The Board is hereby expressly vested with authority, to the full extent now or hereafter provided by the Law, to adopt any such resolution or resolutions."

2. The foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the Delaware Corporation Law.

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IN WITNESS WHEREOF, this Certificate of Amendment is made this 14th day of May, 1999.

UNIDIGITAL INC.

By: W.E. Dye
William E. Dye, Chairman of the Board
and Chief Executive Officer

ATTEST:

By: Peter Saad
Peter Saad, Assistant Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:27 PM 06/24/2009
FILED 02:17 PM 06/24/2009
SRV 090644893 - 2553379 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of
UNIDIGITAL INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1st and 4th" so that, as amended, said Article shall be and read as follows:

First: The name of the corporation is amended to Better Environment Concepts, Inc.
Fourth: The Company increases the authorized shares that it may issue to Two Hundred ten million (210,000,000) shares, of which 200,000,000 shares will be common stock, \$0.01 par value per share and 10,000,000 shares will be preferred stock, \$0.01 par value per share.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 22nd day of June, 2009.

By: 
Authorized Officer
Title: President

Name: Kander Ing
Print or Type

Feb.26.2008 04:30 AM

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State of Delaware
Secretary of State
Division of Corporations
Delivered 05:25 PM 07/08/2010
FILED 05:25 PM 07/08/2010
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**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of Better Environment Concepts, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Sixth" so that, as amended, said Article shall be and read as follows:

The Company shall authorize;
10,000,000,000 shares of Common Stock at a Par Value
of .0001 and;
\$,000,000,000 shares of Preferred Stock at a Par Value
of .0001

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 8th day of July, 2010

By: [Signature]
Authorized Officer
Title: Mathew A. Taylor

Name: SECRETARY
Print or Type