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Fax Number : (850)205-0381

From:  
Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575

**FLORIDA PROFIT CORPORATION OR P.A.**

**KANOODLE.COM MERGER SUB, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
KANOODLE.COM MERGER SUB, INC.**

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a business corporation.

**ARTICLE I  
NAME**

The name of this corporation is Kanoodle.com Merger Sub, Inc. (the "Corporation").

**ARTICLE II  
PURPOSES**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III  
SHARES**

The Corporation is authorized to issue one hundred (100) shares of common stock, par value \$0.01 per share.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the address of its initial registered office are as follows:

Name	Address
Corporation Service Company	1201 Hays Street Tallahassee, Florida 32301

**ARTICLE V  
INITIAL PRINCIPAL OFFICE**

The initial principal office of the Corporation is:

2390 North Forest Road, Suite 10  
Getzville, NY 14068

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**ARTICLE VI  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

(a) The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida 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 (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding shall (in the case of any action, suit or proceeding against a director of the Corporation) or may (in the case of any action, suit or proceeding against an officer, trustee, employee or agent) be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

(d) The indemnification and other rights set forth in this Article VI shall not be exclusive of any provisions with respect thereto in the bylaws of the Corporation or any other contract or

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agreement between the Corporation and any officer, director, employee or agent of the Corporation.

(e) Neither the amendment nor repeal of this Article VI, nor the adoption of any provision of these Articles of Incorporation inconsistent with Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to receive expenses pursuant to this Article VI if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

(f) No director shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director:

- (i) for any breach of the 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 law;
- (iii) under Section 607.0834 of the Florida Business Corporation Act; or
- (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act is amended after the date hereof to authorize corporate action further eliminating or limiting 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 Florida Business Corporation Act, as so amended.

**ARTICLE VII  
INCORPORATOR**

The name and address of the sole incorporator is as follows:

<b>Name</b>	<b>Address</b>
Danielle J. Garber	Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, New York 10019

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**ARTICLE VIII  
EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon filing with the Secretary of State.

Dated this 27<sup>th</sup> day of July, 2005.

  
Danielle J. Garber

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**CONSENT TO SERVE AS REGISTERED AGENT**

Corporation Service Company hereby consents to serve as registered agent, in the State of Florida, for the above-named corporation. Corporation Service Company understands that as agent for said corporation, it will be responsible to receive service of process in the name of said corporation; to forward all mail to said corporation; and to immediately notify the office of the Secretary of State in the event of its resignation, or of any changes in the registered office address of the above-named corporation.

Dated this 27<sup>th</sup> day of July, 2005.

CORPORATION SERVICE COMPANY

By Cynthia L. Harris  
**Cynthia L. Harris**  
(Name and Title of Agent)

1201 Hays Street  
Tallahassee, Florida 32301

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