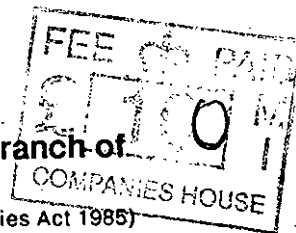




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2100  
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BR1



This form should be completed in black.

**Return delivered for registration of a branch of  
an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

For office use only	<b>CN</b> FC 20449	<b>BN</b> BR 4035.
Corporate name (name in parent state) ALIGN COMMUNICATIONS INTERNATIONAL, LTD.		
Business name (if different to corporate name) ACI		
Country of Incorporation USA		
Identity of register (if applicable) NEW YORK STATE DEPARTMENT OF STATE		
and registration no. 970613000430		
Legal form (See note 3) PRIVATE		

(See note 5)

Business name  
(if different to corporate name)  
Country of Incorporation

Identity of register  
(if applicable)

Legal form  
(See note 3)

**1** See note 2

**PART A - COMPANY DETAILS <sup>1</sup>**

\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐ NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law  
(See note 4)

NEW YORK BUSINESS CORPORATE LAW
---------------------------------

Accounting  
requirements  
N/A

Period for which the company is required to prepare accounts by  
parent law. from \_\_\_\_\_ to \_\_\_\_\_

Period allowed for the preparation and public disclosure of accounts  
for the above period \_\_\_\_\_ months



(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

Objects of company

Issued share capital

845 THIRD AVENUE

NEW YORK, NY 10022

SERVICES - COMMUNICATIONS

100 SHS ISSUED - \$1,000 Currency US \$

Company Secretary(ies)

(See note 10)

Name

\*Style/Title PRES/SECY

Forenames JAMES J.

Surname DOOLING

\*Honours etc.

Previous Forenames N/A

Previous surname N/A

Address

Post town 120 WEST 81ST STREET

County/Region NEW YORK, NY

Postcode 10024

Country USA

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Company Secretary(ies)

(See note 10)

Name

\*Style/Title

Forenames

Surname

\*Honours etc.

Previous Forenames

Previous surname

Address

Post town

County/Region

Postcode

Country

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

(You may photocopy this page if required)

## Directors

(See note 10)

### Name

### \* Voluntary details

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

(NOV. 1, 1956)

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\*Style/Title DIRECTOR

Forenames JAMES J.

Surname DOOLING

\*Honours etc. \_\_\_\_\_

Previous Forenames N/A

Previous surname N/A

Post town 120 WEST 81ST STREET

County/Region NEW YORK, NY

Postcode 10024

Country USA

Date of Birth

1	1	0	1	5	6
---	---	---	---	---	---

Nationality USA

Business Occupation EXECUTIVE

Other Directorships ALIGN COMMUNICATIONS, INC. (USA)

The extent of the authority to represent the company is :- (give details)

AS EXPRESSLY CONFERRED.

These powers :-

# ☒ May be exercised alone

# OR  
☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

## Directors

(See note 10)

### Name

#### \* Voluntary details

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as applicable

(You may photocopy this page as required)

\*Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

\*Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_

Country \_\_\_\_\_

Date of Birth

--	--	--	--	--

Nationality \_\_\_\_\_

Business Occupation \_\_\_\_\_

Other Directorships \_\_\_\_\_

The extent of the authority to represent the company is :- (give details)

These powers :-

#

☐

May be exercised alone

#

OR

#

☐

Must be exercised with :-

(Give name(s) of co-authorised person(s))

## Constitution of company

(See notes 6 to 9)

# Mark box(es)  
as applicable

(See note 9)

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company  
AND  
☐ \* A certified translation  
\*is/are delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☐ A copy of the latest accounts of the company  
AND  
☐ A certified translation  
\*is/are delivered for registration
- NO ACCOUNTS AVAILABLE  
COMPANY INCORPORATED  
13 JUNE 1997*

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # The  
☐ Constitutional documents (\*and certified translations)  
AND/OR  
☐ The latest accounts (\*and certified translations)  
of the company were previously delivered on the registration of the branch of the company at:  
Cardiff ☐ Edinburgh ☐ Belfast ☐  
Registration no.

AND/OR

The company may also rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- The  
☐ Constitutional documents (\*and certified translation)  
AND/OR  
☐ Particulars of the current directors and secretary(s)  
were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

#### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

\*Style/Title \_\_\_\_\_

Forenames PHILIP

Surname JONES

Address CEDAR LODGE - WILLOWBANK ROAD

Post town ALDGETON TEWKESBURY

County/Region GLOUCESTORSHIRE Postcode GL208 NJ

Is # ☒ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

TO ACT IN ACCORDANCE WITH THE INSTRUCTIONS  
OF THE BOARD OF DIRECTORS OF THE COMPANY.

These powers :-

# ☐ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch. Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised, jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate)

(You may photocopy this page as required)

*Style/Title _____	
Forenames _____	
Surname _____	
Address _____ _____	
Post town _____	
County/Region _____	Postcode _____
Is # <input type="checkbox"/> Authorised to accept service of process on the company's behalf	
*AND/OR	
Is # <input type="checkbox"/> Authorised to represent the company in relation to that business	
The extent of the authority to represent the company is :- (give details)	
_____	
_____	
_____	
_____	
_____	
These powers :-	
# <input type="checkbox"/>	May be exercised alone
OR	
# <input type="checkbox"/>	Must be exercised with :-
(Give name(s) of co-authorised person(s))	
_____	
_____	
_____	
_____	
_____	

**Address of branch**

(See note 11)

Address c/o - JONESCEDAR LODGE - WILLOWBANK ROADPost town ALDGETON TEWKESBURYCounty\Region GLOUCESTORSHIREPostcode GL208 NJ**Branch Details**

(See note 12)

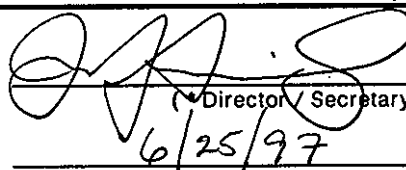
Date branch opened

01 07 97

Business carried on at branch

SERVICES - COMMUNICATIONS**SIGNATURE**

Signed



(Director / Secretary / Permanent representative)

Date

6/25/97

This form contains ..... continuation sheets.

To whom should Companies House  
direct any enquiries about the  
information on this form?

Name

Address

FLADGATE FIELDERHERON PLACE3 GEORGE STREETLONDON W1H 6ADTEL: 0171 - 486 - 9231

Postcode

Telephone

REFERENCE - APR.

Extension

467 - 4763

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at  
for branches established in England and Wales

Companies House  
Crown Way  
Cardiff  
CF4 3UZ

for branches established in Scotland

Companies House  
100 - 102 George Street  
Edinburgh  
EN2 3DJ



**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC020449

Branch No. BR004035

The Registrar of Companies for England and Wales hereby certifies that  
ALIGN COMMUNICATIONS INTERNATIONAL, LTD.

has this day been registered under Schedule 21A to the Companies  
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 4th July 1997

A handwritten signature in cursive script, reading "J. A. Higgins".

For The Registrar Of Companies

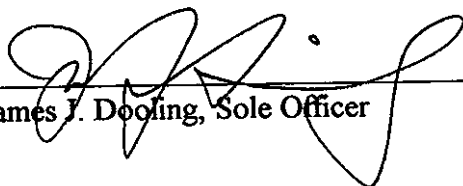


C O M P A N I E S H O U S E

## CERTIFICATE OF CORPORATE OFFICER

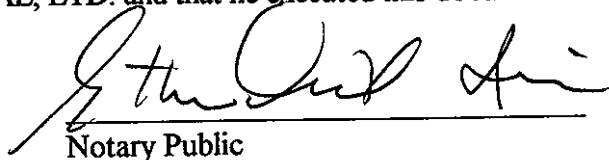
I HEREBY CERTIFY that the attached By-Laws were duly adopted by ALIGN COMMUNICATIONS INTERNATIONAL, LTD. on June 17, 1997 and the same remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, sole officer of ALIGN COMMUNICATIONS INTERNATIONAL, LTD., has executed this Certificate and affixed the seal of the corporation on June 25, 1997.

  
James J. Dooling, Sole Officer

STATE OF NEW YORK     )  
                                      )SS.:  
COUNTY OF NEW YORK    )

On the 27th day of June, 1997 personally appeared before me James J. Dooling who by me being duly sworn did depose and say that he is the sole officer of ALIGN COMMUNICATIONS INTERNATIONAL, LTD. and that he executed this document as the act and deed of this corporation.

  
Notary Public

ETHAN DAVID IRWIN  
Notary Public, State of New York  
No. 01-IR1928750  
Qualified in Westchester County  
Commission Expires June 30, 1997

**BY-LAWS**  
**of**  
**ALIGN COMMUNICATIONS INTERNATIONAL, LTD.**

**ARTICLE I - OFFICES**

The principal office of the corporation shall be in the City of New York, County of New York, State of New York. The corporation may also have offices at such other places within or without the State of New York as the board may from time to time determine or the business of the corporation may require.

**ARTICLE II - SHAREHOLDERS**

**1. PLACE OF MEETINGS.**

Meeting of shareholders shall be held at the principal office of the corporation or at such place within or without the State of New York, as the board shall authorize.

**2. ANNUAL MEETING.**

The annual meeting of the shareholders shall be held on the 15th day of May at 10:00 A.M. in each year if not a legal holiday, and, if a legal holiday, then on the next business day following at the same hour, when the shareholders shall elect a board and transact such other business as may properly come before the meeting.

**3. SPECIAL MEETINGS.**

Special meetings of the shareholders may be called by the board or by the president, and shall be called by the president or the secretary at the request in writing of a majority of the board or at the request in writing by shareholders owning a majority in amount of the shares issued and outstanding. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

4.     FIXING RECORD DATE.

For the purpose of determining the shareholders entitled to notice of, or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining which shareholders are entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of such meeting, nor more than fifty days prior to any other action. If no record date is fixed, it shall be determined in accordance with the provisions of law.

5.     NOTICE OF MEETINGS OF SHAREHOLDERS.

Written notice of each meeting of shareholders shall state the purpose or purposes for which the meeting is called, the place, date and hour of the meeting and unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given either personally or by mail to each shareholder entitled to vote at such meeting, not less than ten nor more than fifty days before the date of the meeting. If action is proposed to be taken that might entitle shareholders to payment for their shares, the notice shall include a statement of that purpose and to that effect. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the secretary a written request that notices to him be mailed to some other address, then directed to him at such other address.

6.     WAIVERS.

Notice of meeting need not be given to any shareholder who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

7.     QUORUM OF SHAREHOLDERS.

Unless the certificate of incorporation provides otherwise, the holders of a majority of the shares entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business, provided that when a specified item of business is required to be voted on by a class or classes, the holders of a majority of the shares of such class or classes shall constitute a quorum for the transaction of such specified item of business.

When a quorum is once present to organize a meeting, it shall not be broken by the subsequent withdrawal of any shareholders.

The shareholders present may adjourn the meeting despite the absence of a quorum.

8. PROXIES.

Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the shareholder or his attorney-in-fact. No proxy shall be valid after expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

In the event that a shareholder submits inconsistent proxies, the proxy bearing the latest date shall be deemed valid if proper in all other respects.

9. QUALIFICATION OF VOTERS.

Every shareholder of record shall be entitled at every meeting of shareholders to one vote for every share standing in his name on the record of shareholders, unless otherwise provided in the certificate of incorporation.

10. VOTE OF SHAREHOLDERS.

Except as otherwise required by statute or by the certificate of incorporation;

(a) directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election;

(b) all other corporate action shall be authorized by a majority of the votes cast.

11. WRITTEN CONSENT OF SHAREHOLDERS.

Any action that may be taken by vote may be taken without a meeting on written consent; such consent shall set forth the action so taken and shall be signed by the holders of all the outstanding shares entitled to vote thereon or signed by such lesser number of holders as may be provided for in the certificate of incorporation.

12. NUMBER OF SHAREHOLDERS.

The number of shareholders shall be restricted and limited to thirty-five (35).

### ARTICLE III - DIRECTORS

#### 1. BOARD OF DIRECTORS.

Subject to any provision in the certificate of incorporation the business of the corporation shall be managed by its board of directors, each of whom shall be at least 18 years of age and need not be a shareholder.

#### 2. NUMBER OF DIRECTORS.

The number of directors shall be three (3); however, when all of the shares are owned by less than three shareholders, the number of directors may be less than three but not less than the number of shareholders.

#### 3. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of shareholders, the shareholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he is elected and until his successor has been elected and qualified, or until his prior resignation or removal.

#### 4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the shareholders unless otherwise provided in the certificate of incorporation. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

#### 5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the shareholders or by action of the board. Directors may be removed without cause only by vote of the shareholders.

#### 6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and acceptance of

the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business. For determining a quorum of directors only living directors shall be considered.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote regardless of the number of shares, if any, which he may hold.

9. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the State of New York, as it may from time to time determine.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held immediately following the annual meeting of shareholders at the place of such annual meeting of shareholders.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

(a) Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days notice to each director, such notice being delivered to such director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting the lack of notice prior to the meeting or at its commencement.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN.

At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees. Each such committee shall serve at the pleasure of the board.

14. COMPENSATION.

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance at each regular or special meeting of the board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION, TERM.

(a) Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided.

(b) All officers shall be elected or appointed to hold office until the next meeting of the board following the annual meeting of shareholders.

(c) Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY, ETC.

(a) Any officer elected or appointed by the board may be removed by the board with or without cause.

(b) In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.



(c) Any two or more offices may be held by the same person, except the offices of president and secretary. When all of the issued and outstanding stock of the corporation is owned by one person, such person may hold all or any combination of offices.

(d) The salaries of all officers shall be fixed by the board.

(e) The directors may require any officer to give security for the faithful performance of his duties.

### 3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the shareholders and of the board; he shall oversee the management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect.

### 4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

### 5. SECRETARY.

The secretary shall:

(a) attend all meetings of the board and of the shareholders;

(b) record all votes and minutes of all proceedings in a book to be kept for that purpose;

(c) give or cause to be given notice of all meetings of shareholders and of special meetings of the board;

(d) keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the board;

(e) when required, prepare or cause to be prepared and available at each meeting of shareholders a certified list in alphabetical order of the names of shareholders entitled to vote thereat, indicating the number of shares of each respective class held by each;

(f) keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner;

(g) perform such other duties as may be prescribed by the board.

6. ASSISTANT-SECRETARIES.

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

7. TREASURER.

The treasurer shall:

(a) have the custody of the corporate funds and securities;

(b) keep full and accurate accounts of receipts and disbursements in the corporate books;

(c) deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board;

(d) disburse the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;

(e) render to the president and board at the regular meetings of the board, or whenever they require it, an account of all his transactions as treasurer and of the financial condition of the corporation;

(f) render a full financial report at the annual meeting of the shareholders if so requested;

(g) be furnished by all corporate officers and agents at his request, with such reports and statements as he may require as to all financial transactions of the corporation;

(h) perform such other duties as are given to him by these by-laws or as from time to time are assigned to him by the board or the president.

8. ASSISTANT-TREASURER.

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the treasurer.

9. SOLE OFFICER.

In the event that there is a single shareholder, the Board of Directors, or Sole Director, as the case may be, may designate one person to be "Sole Officer"; such Sole Officer shall have all of the powers and responsibilities of the President, Secretary and Treasurer as the same are set forth in this Article of the By-Laws.

10. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting of all property, funds or securities of the corporation which may come into his hands.

ARTICLE V - CERTIFICATES FOR SHARES

1. CERTIFICATES.

The shares of the corporation shall be represented by certificates. They shall be numbered and entered in the books of the corporation as they are issued. They shall exhibit the holder's name and the number of shares and shall be signed by the president or a vice-president and the treasurer or the secretary and shall bear the corporate seal.

2. LOST OR DESTROYED CERTIFICATES.

The board may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore destroyed by the corporation, alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum and with such surety or sureties as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

3. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate

to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office. No transfer shall be made within ten days next preceding the annual meeting of shareholders.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of New York.

#### 4. CLOSING TRANSFER BOOKS.

The board shall have the power to close the share transfer books of the corporation for a period of not more than ten days during the thirty day period immediately preceding (1) any shareholders' meeting, or (2) any date upon which shareholders shall be called upon to or have a right to take action without a meeting, or (3) any date fixed for the payment of a dividend or any other form of distribution, and only those shareholders of record at the time the transfer books are closed, shall be recognized as such for the purpose of (1) receiving notice of or voting at such meeting, or (2) allowing them to take appropriate action, or (3) entitling them to receive any dividend or other form of distribution.

### ARTICLE VI - DIVIDENDS

Subject to the provisions of the certificate of incorporation and to applicable law, dividends on the outstanding shares of the corporation may be declared in such amounts and at such time or times as the board may determine. Before payment of any dividend, there may be set aside out of the net profits of the corporation available for dividends such sum or sums as the board from time to time in its absolute discretion deems proper as a reserve funds to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the board shall think conducive to the interests of the corporation, and the board may modify or abolish any such reserve.

### ARTICLE VII - CORPORATE SEAL

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization and the words "Corporate Seal, New York". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

### ARTICLE VIII - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the board may from time to time designate.

#### ARTICLE IX - FISCAL YEAR

The fiscal year shall begin the first day of January in each year.

#### ARTICLE X - REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the certificate of incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

#### ARTICLE XI - BY-LAW CHANGES

##### AMENDMENT, REPEAL, ADOPTION, ELECTION OF DIRECTORS

(a) Except as otherwise provided in the certificate of incorporation, the by-laws may be amended, repealed or adopted by vote of the shareholders at the time entitled to vote in the election of any directors. By-laws may also be amended, repealed or adopted by the board, but any by-law adopted by the board may be amended by the shareholders entitled to vote thereon as hereinabove provided.

(b) If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of shareholders for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

*State of New York* }  
*Department of State* } <sup>ss:</sup>

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**JUN 17 1997**



A handwritten signature in dark ink, appearing to read "J. Clark", followed by a long horizontal line.

*Special Deputy Secretary of State*

F 970613000 430

AIDF-24

CERTIFICATE OF INCORPORATION

AIDF-24

of

ALICN COMMUNICATIONS INTERNATIONAL, LTD.

Under Section 402 of the Business Corporation Law

I, the undersigned, being of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law, do hereby certify:

FIRST: The name of the corporation is:

ALICN COMMUNICATIONS INTERNATIONAL, LTD.

SECOND: The purpose or purposes for which it is formed are:

To engage in any lawful act or activity for which a corporation may be organized under the Business Corporation Law provided that the corporation is not formed to engage in any act or activity which requires the approval or consent of any state official, department, board, agency or other body without such approval or consent first being obtained.

THIRD: The office of the corporation in the State of New York shall be located in the County of New York.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 200 shares with no par value.


FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him or her is:

Irwin, Lewin, Cohn & Lewin, P.C.  
845 Third Avenue  
New York, New York 10022

SIXTH: No director of the corporation shall be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity, except as otherwise provided by law.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed this certificate and affirmed it as true under the penalties of perjury.

Dated: June 13, 1997

  
Courtney M. Montiel  
90 State Street, Suite 836  
Albany, NY 12207

F 970613000 430

CERTIFICATE OF INCORPORATION

of

ALIGN COMMUNICATIONS INTERNATIONAL, LTD.

1CC  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED JUN 13 1997  
TAX \$ 10.00  
BY: CMC  
NEWY

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N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-000

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EXIST DATE:

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