

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 5, 2005

This is to certify that the certificate of incorporation of

REAL MEDIA, INC.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: April 5, 2005



State Corporation Commission

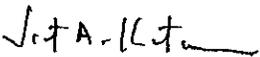
Attest:

Joel H. Peck
Clerk of the Commission

**ARTICLES OF INCORPORATION
OF
REAL MEDIA, INC.**

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, states as follows:

6. The name of the corporation is **REAL MEDIA, INC.**
7. The number of shares the corporation is authorized to issue is one hundred (100).
8.
 - A. The name of the corporation's initial registered agent is Scot A. Katona.
 - C. The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.
9.
 - A. The corporation's initial registered office address which is the business address of the initial registered agent is 229 Prince Street, P. O. Box 356, Tappahannock, VA 22560.
 - C. The registered office is physically located in the County of Essex.
10. Incorporator:



Scot A. Katona

BY-LAWS OF REAL MEDIA, INC.

ARTICLE I STOCK

1. Transfers of stock shall be made on the stock Transfer Books of the corporation only by the person named in the certificate or certificates, or by attorney lawfully constituted in writing, and only upon surrender of the certificate or certificates therefore. The Board of Directors may make reasonable regulations for the transfers of stock.

2. Only stockholders of record on the Stock Transfer Books of the corporation shall be entitled to be treated by the corporation as stockholders, and the corporation shall not be bound to recognize any equitable or other claim thereto or interest in any share on the part of any other person or corporation whether or not it shall have express or other notice thereof.

ARTICLE II

MEETING OF STOCKHOLDERS

1. The annual meeting of the stockholders shall be held at such place either within or outside of the State of Virginia as may be provided in the notice of the meeting on the 2nd Monday in April of each year, if not a legal holiday, and if a legal holiday then on the next business day following, at 10:00 o'clock a.m.

2. Special meetings of the stockholders of the corporation may be held at any time upon the call of the president, the Secretary, or the Board of Directors, or by the holders of not less than 1/10 of the stock of the corporation entitled to vote at the meeting.

3. The president shall preside as chairman over each meeting of the stockholders. If the president is not present, the meeting shall elect a chairman. The secretary shall act as the secretary of such meeting. If the secretary is not present, the chairman shall appoint a secretary of the meeting.

4. At each meeting of the stockholders the chairman of the meeting may, and if requested by any stockholder to vote and holding a record of not less than 1/10 of the stock entitled to vote at the meeting, appoint a committee to examine and pass upon the sufficiency of instruments appointing proxies to report the amount of stock represented at the meeting and to supervise voting and ascertain the results thereof.

ARTICLE III

BOARD OF DIRECTORS

1. There shall be a Board of Directors consisting of at least as many people as there are stockholders of the corporation.

2. A meeting of the Board of Directors shall be held without notice as soon as practical after each annual meeting of the Stockholders. Regular meetings of the Board of Directors may be held without notice at

such time and place as the Board of Directors may by resolution designate. Special meetings may be called at any time by the president/treasurer, vice-president/secretary, or by the directors. Notice of special meetings of the Board of Directors shall be given to each director by mail, telegraph, or by written communication delivered at least two days previous to the meeting, not counting the day of the meeting, which notice shall specify the time and place of the meeting.

3. Less than a quorum of directors may adjourn any meeting from time to time to such place and time as such directors may determine, and no notice of any such adjournment need be given to the other directors.

ARTICLE IV

OFFICERS, AGENTS AND EMPLOYEES

1. The officers and assistant officers of the corporation shall be as elected from time to time by the Board of Directors. The corporation shall always have a president, secretary and treasurer. Any other offices of the corporation may be created by the Board of Directors.

2. The president shall be the chief executive officer and shall have general supervision and management of the affairs of the corporation and general supervision and control over the other officers and assistance officers of the corporation.

3. Each vice president shall perform such duties as may be required of him by the president or the Board of Directors of the corporation.

4. The secretary shall record all proceedings of the meetings of the stockholders and directors in books kept for that purpose and shall maintain the record of stockholders of the corporation. He shall see that all notices of meetings are given as required by these by-laws and the laws of the Commonwealth of Virginia, and shall perform such other duties as the president or the Board of Directors of the corporation may require.

5. The treasurer shall have custody of all monies and securities of the corporation and shall deposit the same in the name and to the credit of the corporation in such depositories as may be directed or designed by the Board of Directors. He shall disburse the funds of the corporation as may be required and shall perform such other duties as the president or the Board of Directors of the corporation may require.

6. During the absence of any officer of the corporation, or his disqualification or inability to act, the president by written order of the Board of Directors may by resolution designate the powers of such officer to any officer or employee of the corporation.

7. All checks, drafts, notes and orders for the payment of money issued by the corporation and contracts or other documents requiring the signature of the corporation shall be signed by such officer or officers of

the corporation as the Board of Directors may from time to time designate, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts or notes for collection or deposit to the credit of the corporation.

ARTICLE V

CORPORATE SEAL

The seal of the corporation shall be in such form as may be approved by the Board of Directors of the Corporation. It shall be attested by the Secretary or an assistant secretary of the corporation, or in their absence any other officer so designated by the Board of Directors.

ARTICLE VI

GENERAL

These by-laws shall not deprive the corporation, the Board of Directors or any director of any rights or privileges conferred by the statutes of the Commonwealth of Virginia.