

EXHIBIT 2

**Articles of Incorporation
of
Broadview Networks, Inc.**

STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

F910605000194

INFO.

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the Corporation is:

BRIAR JOY DEVELOPMENT CORPORATION

(2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

(3) The number of shares which the Corporation shall have the authority to issue is 200 at no par value.

(4) The principal office of the corporation is to be located in the County of St. Lawrence, State of New York.

(5) The Secretary of State is designated as agent of the Corporation upon whom process against it 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 is:

c/o THOMAS J. LYNCH, Esq.
4514 Wilderness Way
Syracuse, NY 13215

The undersigned incorporator is of the age of eighteen years or older.

IN WITNESS WHEREOF, this certificate has been subscribed this 4th day of June, 1991 by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

JOAN TERRY
Joan Terry, Incorporator

500 Central Avenue, Albany, NY 12206
Address

F 910605000 **INFO**

CERTIFICATE OF INCORPORATION

OF

BRIAR JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 05 1991

TAX \$ 10

BY: *MLC*

St. Lawrence

FILED:
Thomas J. Lynch, Esq.
4514 Wilderross Way
Syracuse, NY 13215

SC 3/10

REFERENCE # 12192-018066

INFO.

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STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

VANGUARD-52

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF BRIAR JOY DEVELOPMENT CORPORATION
Under Section 806 of the Business Corporation Law

95068000023

Pursuant to the provisions of Section 806 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991.

THIRD: (a) Paragraph 3 of the Certificate of Incorporation relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at par value of \$.50 per share.

(b) There are presently 200 shares of no par value common stock authorized, of which 110 shares are issued and outstanding and 90 shares are unissued. The amendment to the Certificate of Incorporation is amended to (1) change the 110 shares of authorized and issued stock at the rate of 1 to 1 to 110 shares of authorized and issued common stock at \$.50 par value, and to change the 90 shares of authorized and unissued stock at the rate of 1 to 1 to 90 shares of common stock at \$.50 par value; and (2) increase the authorized shares of common stock from 200 to 2,500,000 common stock. As a result of this change, there will be 110 shares of common stock issued and outstanding at \$.50 par value, and 2,499,890 shares authorized and unissued, at \$.50 par value per share.

FOURTH: Paragraph 8 of the Certificate of Incorporation relating to the service of process is hereby changed to read as follows:

The Secretary of State is designated as agent of the Corporation upon whom process against it may served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon it is as follows:

Briar Joy Development Corporation
108 East Washington Street
Syracuse, New York 13202

FIFTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 8, as follows:

The directors of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity occurring after the adoption of the provisions authorized in this Certificate of Incorporation, provided, however, that the provisions contained herein shall not eliminate or limit such directors' liability if a judgment or other final adjudication adverse to the director establishes that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of the law, or that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated the provisions of Section 719 of the New York Business Corporation Law.

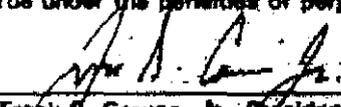
SIXTH: The following paragraph shall be added to the Certificate of Incorporation

as Paragraph 7, as follows:

The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York; as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any By-Law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

SEVENTH: The foregoing amendment was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a vote of the holders of a majority of all the outstanding shares entitled to vote at a meeting of the shareholders, which was held on May 3, 1995.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been subscribed this 27th day of June, 1995, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.


Frank S. Caruso, Jr., President


Frank S. Caruso, Sr., Secretary

6050830000263

I HEREBY CERTIFY THAT THE WITHIN IS A
TRUE AND COMPLETE COPY OF A
DOCUMENT FILED IN THE OFFICE OF THE
COUNTY CLERK ON
AT
NEW YORK

I, THE UNDERSIGNED, AN ATTORNEY ADMITTED TO PRACTICE
IN THE COURTS OF NEW YORK STATE, HEREBY CERTIFY THAT
THE ANNEXED
HAS BEEN COMPARED BY ME WITH THE ORIGINAL AND IS A
TRUE AND COMPLETE COPY THEREOF.

ATTORNEY

ATTORNEY

Return Filing Receipt to:
Biffen, Frankel, Greenman & Kline
5789 Midway Park
Post Office Box 450
Beverly, New York 13214-0450

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
ARIA JOY DEVELOPMENT CORPORATION

JUN 20 11 45 AM '95

RECEIVED

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 20 1995
TAX \$ 615.00
BY JAT
St. Lawrence

VANGUARD-52

BILLED

*615.00
JAT*

RECEIVED
JUN 20 1995

6050830000263

STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

F970820000296

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION**

VANGUARD-52

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991

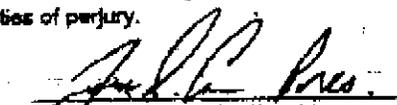
THIRD: Paragraph 3 of the Certificate of Incorporation, relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at \$0.10 par value per share.

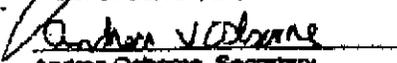
FOURTH: There are presently 2,500,000 shares of stock at \$0.50 par value common stock authorized, of which 1,429,856 shares have been issued and outstanding and 1,070,144 shares remain unissued. The Amendment to the Certificate of Incorporation is intended to provide 1,429,856 shares issued and outstanding at \$0.50 par value per share to be changed into 1,429,856 shares issued and outstanding at \$0.10 par value per share at the rate of 1:1; and there will be 1,070,144 shares unissued at \$0.50 par value per share that will be changed into 1,070,144 shares unissued at \$0.10 par value per share at the rate of 1:1.

FIFTH: The above and foregoing amendment to the Certificate of Incorporation was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a majority vote of the holders of a majority of all the outstanding shares entitled to vote therein at a meeting of the shareholders held on the 13th day of August, 1997

IN WITNESS WHEREOF, this Certificate of Change of the Certificate of Incorporation has been subscribed this 19 day of August, 1987, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.



Frank S. Caruso, Jr., President



Andrea Osborne, Secretary

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CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION

RECEIVED
AUG 20 11 00 AM '97

STATE OF NEW YORK
DEPARTMENT OF STATE

VANGUARD-52

FILED AUG 20 1997

TAX \$

BY: JAH

St. Lawrence

BILLED

Filer:

Ritken, Frankel & Greenman, P.C.
5789 Widewaters Parkway
DeWitt, New York 13214-2811
Telephone: (315) 449-0737

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970820000302

STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

F 971002000358

CERTIFICATE OF MERGER
OF
SCC TELECOMMUNICATIONS, INC.
INTO
BRIAR JOY DEVELOPMENT CORPORATION

VANGUARD-52

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

The undersigned, being the President and the Secretary, respectively, of SCC Telecommunications, Inc., and being the President and the Secretary of Briar Joy Development Corporation, both corporations being domestic corporations organized and existing under and by virtue of the laws of the State of New York, and a plan of merger having been adopted by the Board of Directors of each constituent corporation, do hereby certify:

- (1) The name of each constituent corporation is as follows:

SCC Telecommunications, Inc.
Briar Joy Development Corporation

(2) The surviving corporation is Briar Joy Development Corporation, which shall as of the effective date of the merger change its corporate name to "SCC Telecommunications, Inc."

(3) The designation, number, and voting rights of the outstanding shares of each constituent corporation are as follows:

- a) SCC Telecommunications, Inc. has 1,000 shares of capital stock outstanding all of which is common stock and fully entitled to vote.
- b) Briar Joy Development Corporation has 1,839,856 shares of capital stock outstanding all of which is common stock and fully entitled to vote.

(4) The date when the Certificate of Incorporation of SCC Telecommunications, Inc. was filed by the Department of State is the 28th day of August, 1997.

The date when the Certificate of Incorporation of Briar Joy Development Corporation was filed by the Department of State is the 5th day of June, 1991.

(5) The merger of SCC Telecommunications, Inc. and Briar Joy Development Corporation was authorized in respect to SCC Telecommunications, Inc., a constituent corporation, by the vote of the sole holder of its capital stock on September 18, 1997.

The merger of SCC Telecommunications, Inc. and Briar Joy Development Corporation was authorized in respect to Briar Joy Development Corporation, a constituent corporation, by resolution of the Board of Directors of Briar Joy Development Corporation on September 18, 1997 and by a vote of holders of at least two-thirds of the outstanding shares of capital stock of Briar Joy Development Corporation present and voting at a special meeting of shareholders duly called, noticed, and held in accordance with §903 of the Business Corporation Law, on September 29, 1997, where the affirmative votes were cast with respect to shares which constituted not less than a quorum.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate on this 30th day of September, 1997 and affirm that the statements made herein are true under the penalties of perjury.

BRIAR JOY DEVELOPMENT CORPORATION

By: *Frank S. Caruso, Jr.*
 Frank S. Caruso, Jr., President

By: *Andrea Osborne*
 Andrea Osborne, Secretary

SCC TELECOMMUNICATIONS, INC.

By: *Vern M. Kennedy*
 Vern M. Kennedy, President

By: *Terrance J. Anderson*
 Terrance J. Anderson, Secretary

971002000387

CERTIFICATE OF MERGER OF
SCC TELECOMMUNICATIONS, INC.

INTO

BRIAR JOY DEVELOPMENT CORPORATION

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 02 1997

TAX \$ 0

BY: JLW

ST LAWRENCE

VANGUARD-52

Filer: Rifken, Frankel & Greenman, P.C.
5789 Widewaters Parkway
DeWitt, New York 13214-2811
Telephone: (315) 449-0737

BILLED

OCT 2 10 11 AM '97

RECEIVED

FILED
OCT 2 11 31 AM '97

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STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

Duquette & Tipton LLP

212 687 2835

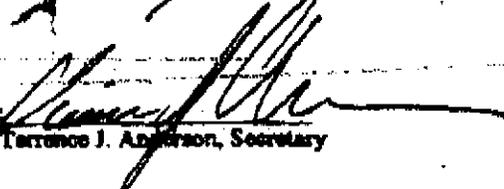
04/20 '98 10:35 NO.032 03/03

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 15th day of April, 1998.

By:


Vern J. Kennedy, President

By:


Terrance J. Anderson, Secretary

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CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF
SCC TELECOMMUNICATIONS, INC.

APR 21 3 24 PM '98

FILED

Under Section 805 of the Business Corporation Law

WC
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 21 1998
TAX \$ _____
BY: *Jag St. Law*

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RECEIVED

DUQUETTE & TIPTON LLP
405 Lexington Avenue
New York, NY 10174

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BILLED

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STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the
Department of State, at the City of Albany, on
August 24, 2007.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

1998 84116

C.T. CORP. SYSTEM

212 315 2789 P. 82/83

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**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
COMMUNITY NETWORKS, INC.**

Under Section 805 of the New York Business Corporation Law

The undersigned, Vann M. Kennedy, President, and Terrence J. Anderson, Secretary, of COMMUNITY NETWORKS, INC., a New York corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Community Networks, Inc. The name under which the Corporation was formed is Briar Joy Development Corporation.
2. The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.
3. The Certificate of Incorporation is hereby amended to change the name of the Corporation to Broadview Networks, Inc. by deleting Article FIRST in its entirety and replacing it with the following:

FIRST: The name of the Corporation is Broadview Networks, Inc.
4. The foregoing amendment was duly authorized pursuant to Sections 615, 708 and 803(a) of the New York Business Corporation Law, to wit, by a unanimous written consent of the directors of the corporation, followed by the written consent of the sole shareholder of the Corporation.

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... CORP. SYSTEM

212 315 2789 P. 03/84

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 5th day of October, 1999.

By: /s/ Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: /s/ Terrence J. Anderson
Name: Terrence J. Anderson
Title: Secretary

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CT-07

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
COMMUNITY NETWORKS, INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

MAYER BROWN & PLATT
1675 BROADWAY
NEW YORK, NY 10019

Oct 2 3 55 PM '99

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED OCT 06 1999

TAXS

BY: *llh*

St Lawrence

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STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the
Department of State, at the City of Albany, on
August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CT-07

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS, INC.

Under Section 805 of the Business Corporation Law

The undersigned, Vain M. Kennedy, President and Terence J. Anderson, Secretary of BROADVIEW NETWORKS, INC., a New York corporation (the "Corporation"), hereby certifies as follows:

FIRST: The name of the corporation (the "Corporation") is BROADVIEW NETWORKS, INC. The name under which the Corporation was formed is Briar Jay Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

THIRD: Paragraph 2 of the Certificate of Incorporation relating to purpose for which the Corporation is organized is changed to read as follows:

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the business corporation law of the State of New York. The Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

FOURTH: Paragraph 3 of the Certificate of Incorporation is hereby amended to decrease the current 2,500,000 shares of common stock at par value of \$0.10 of which 1,839,855 shares are presently issued and outstanding and 660,144 shares are unissued to 1,000 shares of common stock at a par value of \$0.01 of which 1,000 are issued. There will be no unissued shares of common stock.

The rate of change of the issued is 1,839,855

(3) The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000), all of which are of a par value of \$0.01 each, and all of which are of the same class.

FIFTH: Paragraph 4 of the Certificate of Incorporation relating to the principal office of the corporation is hereby changed to read as follows:

The office of the Corporation is to be located in New York County, State of New York.

SIXTH: Paragraph 5 of the Certificate of Incorporation relating to designation of an agent for the service of process is hereby amended to read as follows:

The Secretary of State is designated as the agent of the Corporation upon whom process against it may be served. The post office address to which the secretary of state shall mail a copy of any process against it served upon him is Broadview Networks Holdings, Inc., 45-48 Court Square, Ste 302, Long Island City, New York, 11101. Attn: President

MAY 02 00 18 00 FAX FROM: PLATT 212 262 1910 TO 915194636533 P. 03

SEVENTH: Paragraph 6 of the Certificate of Incorporation relating to director liability is hereby changed to read as follows:

No director shall be personally liable to the Corporation or its shareholders in his capacity as a director, to any person or entity (including the Corporation) for damages for any breach of any duty, except that this provision shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to such director establishes that (i) such director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) such director personally gained in fact a financial profit or other advantage to which such director was not legally entitled, or (iii) that such director's act violated Section 719 of the BCL, or (iv) the acts or omissions complained of occurred prior to the date of filing of this Certificate of Incorporation. If the BCL is amended, changed or modified to authorize corporate action further eliminating or limiting the personal liability of directors to the Corporation, its shareholders or third parties, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the BCL, as so amended, changed or modified. Any repeal, amendment or modification of the provisions of this paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation relating to claims arising in connection with events which took place prior to the date of such repeal, amendment or modification.

EIGHTH: Paragraph 7 relating to indemnification permitted by Article 7 of the BCL is hereby deleted and replaced with:

The Corporation is to have perpetual existence

NINTH: The following amendments were authorized by a unanimous vote of the Board of Directors of the Corporation, followed by the vote of the sole holder of its capital stock.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of the 3rd day of May, 2000.

By: Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: Tertener J. Anderson
Name: Tertener J. Anderson
Title: Secretary

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CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BROADVIEW NETWORKS, INC.
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

DOB: HP 20 11 C 144

Mayer Brown & Platt
1675 Broadway
New York, NY 10019

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STATE OF NEW YORK
DEPARTMENT OF STATE
MAY 0 1 2000

FILED
TAXS: NO TAX
BY: MARK

St Lawrence
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INFO

CERTIFICATE OF INCORPORATION

HELAN JOY DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is:
HELAN JOY DEVELOPMENT CORPORATION
- (2) The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the Business Corporation Law of the State of New York. The Corporation is not to engage in any act or activity requiring any consents or approvals by law without such consent or approval first being obtained.
For the accomplishment of the aforesaid purposes, and in furtherance thereof, the Corporation shall have, and may exercise, all of the powers authorized by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.
- (3) The number of shares which the Corporation shall have the authority to issue is 200 at no par value.
- (4) The principal office of the corporation is to be located in the County of St. Lawrence, State of New York.
- (5) The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation shall upon him be:

c/o Thomas J. Knack, Inc.
4814 Wilderness Way
Syracuse, NY 13218

The undersigned incorporator is of the age of _____ years of age.

IN WITNESS WHEREOF, this certificate was signed and filed on the 4th day of June, 1991 by the undersigned, Secretary of State, the statements made herein are true under the penalties of perjury.

JOHN TERRY, Incorporator

THOMAS J. KNACK, Inc. Secretary

910605000 **INFO**

OFFICE OF THE COMPTROLLER
OF THE STATE

MICHIGAN JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE

DATE: JUN 05 1991

BY: *10*

BY: *DK*

St. Lawrence

1st St. Lawrence

WITNESSETH
THOMAS J. LIPPOLD, Secy.
4514 Washington Way
Syracuse, NY 13215

REVENUE & TAXES

INFO. BILL

SC 3/0

VANGUARD-52

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF BRIER JOY DEVELOPMENT CORPORATION
Under Article 8-B of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President and Secretary of Briar Joy Development Corporation, do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 8, 1991.

THIRD: (a) Paragraph 3 of the Certificate of Incorporation relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at par value of \$1.00 per share.

It is further provided that there are presently 200 shares of no par value common stock authorized, of which 110 shares are issued and outstanding and 90 shares are unissued. The authorized and issued shares of common stock are hereby amended to read as follows: authorized and issued shares at the rate of 1 to 1 to 110 shares of common stock at \$1.00 per value; and 110 shares of common stock at \$1.00 per value; and 110 shares of authorized and unissued common stock at the rate of 1 to 1.00 share of common stock at \$1.00 per value; and hereby changing the authorized shares of common stock from 200 to 2,500,000 common shares. And in consequence of this change, there will be 110 shares of common stock issued and outstanding at par value, and 2,390,000 shares authorized and unissued at \$1.00 per value per share.

FOURTH: Paragraph 6 of the Certificate of Incorporation relating to the service of process is hereby changed to read as follows:

The Secretary of State is designated as agent of the Corporation upon whom process against it may served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation is hereby changed to be as follows:

Briar Joy Development Corporation
100 East Washington Street
Syracuse, New York 13202

FIFTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 6, as follows:

The directors of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in such capacity occurring after the adoption of the provisions authorized in this Certificate of Incorporation, provided, however, that the provisions contained herein shall not absolve or limit such director's liability if a judgment or other final adjudication adverse to the director establishes that the director's conduct was in bad faith or involved intentional misconduct or a knowing violation of the law, or that the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated the provisions of Section 719 of the New York Business Corporation Law.

SIXTH: The following paragraph shall be added to the Certificate of Incorporation as Paragraph 7, as follows:

The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York, as the same may be amended and supplemented, indemnify and hold harmless all persons who shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any by-law, resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, or in action in any capacity in which he served at the request of the Corporation.

SEVENTH: The foregoing amendment was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a vote of the holders of a majority of all the outstanding shares entitled to vote at a meeting of the shareholders, which was held on May 3, 1995.

IN WITNESS WHEREOF, this Certificate of Amendment of the Certificate of Incorporation has been subscribed this 27th day of June, 1995, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

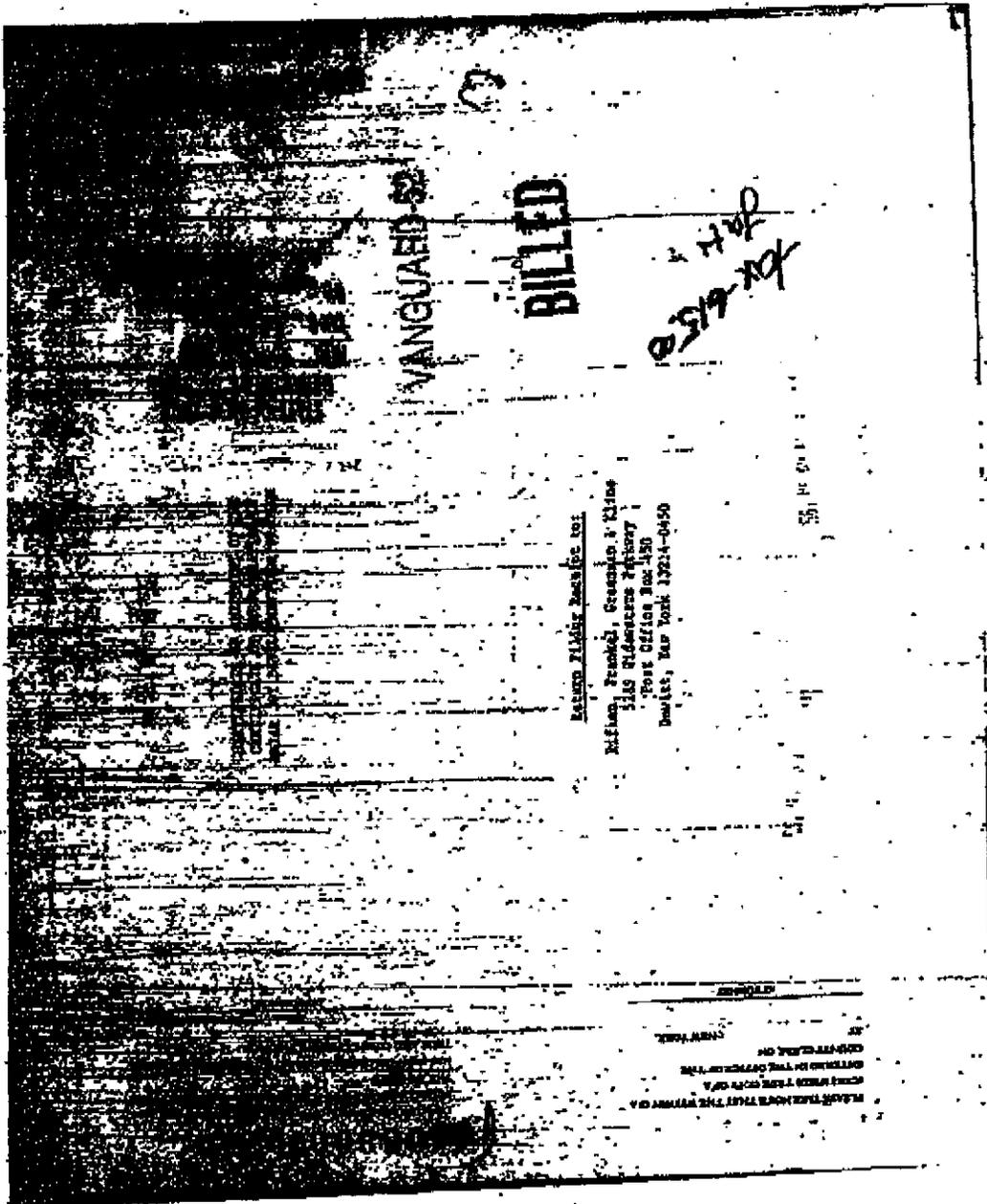
1s/ Frank S. Caruso, Jr.

Frank S. Caruso, Jr., President

1s/ Frank S. Caruso, Sr.

Frank S. Caruso, Sr., Secretary

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VANGUARD 82

BILLED

for 6/15
[Signature]

Return Billing Request to:

Midland, Texas, 79701, Greenway 3, 11/06;
3155 Greenway Parkway;
Post Office Box 150
Postnet, New York 10214-0150

NO POSTAGE
NECESSARY
IF MAILED
IN THE
UNITED STATES

~~CONFIDENTIAL~~

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAR JOY DEVELOPMENT CORPORATION**

Under Section 905 of the Business Corporation Law

Pursuant to the provisions of Section 905 of the Business Corporation Law, the undersigned, being the **SECRETARY** of Briar Joy Development Corporation (the "Corporation"), do hereby certify and set forth:

FIRST: The name of the Corporation is Briar Joy Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation was filed with the Department of State on June 5, 1991.

THIRD: Paragraph 5 of the Certificate of Incorporation, relating to the authorization of shares is hereby changed to read as follows:

The number of common shares which the Corporation shall have the authority to issue is 2,500,000 at \$0.10 par value per share.

FOURTH: There are presently 2,500,000 shares of stock at \$0.50 par value common stock authorized, of which 1,429,855 shares have been issued and outstanding and 1,070,144 shares remain unissued. The Amendment to the Certificate of Incorporation is intended to provide 1,429,855 shares issued and outstanding at \$0.50 par value per share to be changed into 1,429,855 shares issued and outstanding at \$0.10 par value per share at the rate of 1:1; and there will be 1,070,144 shares unissued at \$0.50 par value per share that will be changed into 1,070,144 shares unissued at \$0.10 par value per share at the rate of 1:1.

FIFTH: The above and foregoing amendment to the Certificate of Incorporation was authorized by unanimous vote of the Board of Directors of the Corporation, followed by a majority vote of the holders of a majority of all the outstanding shares entitled to vote therein at a meeting of the shareholders held on the 15th day of AUGUST, 1997.

IN WITNESS WHEREOF, this Certificate of Change of the Certificate of Incorporation has been subscribed this 17 day of August, 1987, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

/s/ FRANK S. CARUSO, JR.

Frank S. Caruso, Jr.
Frank S. Caruso, Jr., President

/s/ Andrew V. Osborne

Andrew V. Osborne
Andrew Osborne, Secretary

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970820000216

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BRIAN JOY DEVELOPMENT CORPORATION

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 20 1997
TAX 9
BY: JLN

VANGUARD-52

St. Lawrence
19 St. Lawrence

BILLED

Filed: Rifkin, Prankel & Greenham, P.C.
5788 Widewaters Parkway
DeWitt, New York 13214-2811
Telephone: (315) 448-0757

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Duquette & Tipton LLP 212 687 2835

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CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
SCC TELECOMMUNICATIONS, INC.

Under Section 605 of the Business Corporation Law

The undersigned, Vern M. Kennedy, President, and Terrance J. Anderson, Secretary, of SCC Telecommunications, Inc., a corporation organized and existing under the laws of the State of New York (the "Corporation"), do hereby certify as follows:

FIRST: The name of the Corporation is SCC Telecommunications, Inc. The name under which the Corporation was formed is Briar Jay Development Corporation.

SECOND: The Certificate of Incorporation of the Corporation (the "Certificate") was originally filed in the Office of the Secretary of State of the State of New York on June 3, 1991.

THIRD: The amendments of the Certificate effected by this certificate is as follows: to change the name of the Corporation.

FOURTH: To accomplish the foregoing amendment, Article FIRST of the Certificate relating to the name of the Corporation is hereby amended to read as follows:

The name of the Corporation is Community Networks, Inc.

FIFTH: This Certificate of Amendment was duly adopted in accordance with the provisions of Sections 615, 708 and 805 of the Business Corporation Law of the State of New York, to wit, by a unanimous written consent of the directors of the Corporation, followed by the written consent of the sole shareholder of the Corporation.

Duquette & Tipton LLP 212 687 2835 04/20/198 10:35 NO. 032 03/03

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do hereby affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 16th day of April, 1998.

By: 
Van M. Kennedy, President

By: 
Lawrence J. Anderson, Secretary

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CT-07

9910080001688

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
COMMUNITY NETWORKS, INC.

Under Section 805 of the New York Business Corporation Law

The undersigned, Vern M. Kennedy, President, and Terrence J. Anderson, Secretary, of COMMUNITY NETWORKS, INC., a New York corporation (the "Corporation"), hereby certify as follows:

1. The name of the Corporation is Community Networks, Inc. The name under which the Corporation was formed is Briar Jay Development Corporation.

2. The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") was originally filed in the Office of the Secretary of State of the State of New York on June 5, 1991.

3. The Certificate of Incorporation is hereby amended to change the name of the Corporation to Broadview Networks, Inc. by deleting Article FIRST in its entirety and replacing it with the following:

FIRST: The name of the Corporation is Broadview Networks, Inc.

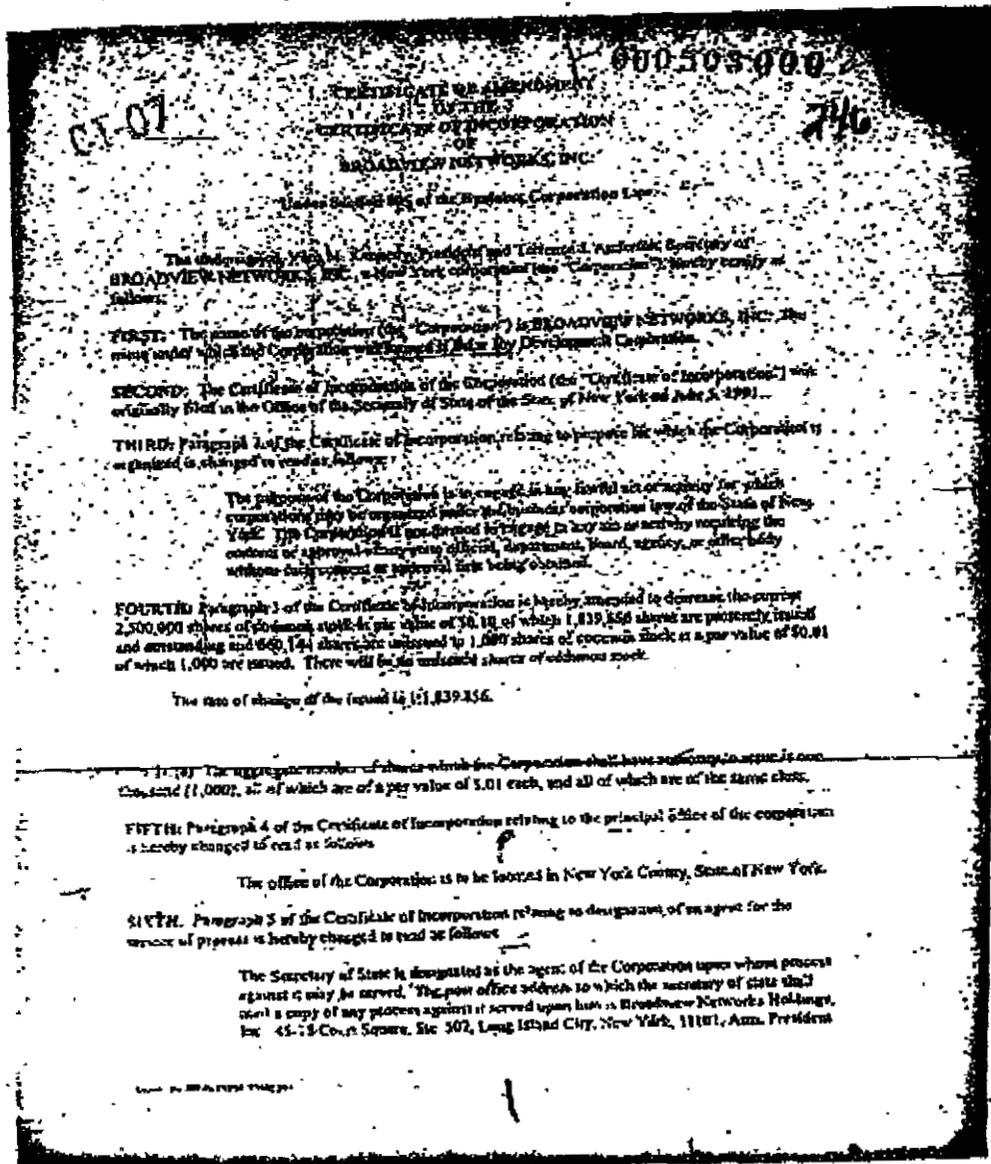
4. The foregoing amendment was duly authorized pursuant to Sections 615, 708 and 803(a) of the New York Business Corporation Law; to wit, by a unanimous written consent of the directors of the corporation, followed by the written consent of the sole shareholder of the Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do verify and affirm, under penalty of perjury, that the statements contained herein are true and correct and that this Certificate of Amendment is the act and deed of the Corporation as of this 5th day of October, 1999.

By: /s/ Vern M. Kennedy
Name: Vern M. Kennedy
Title: President

By: /s/ Terrence J. Anderson
Name: Terrence J. Anderson
Title: Secretary

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SEVENTH: Paragraph 6 of the Certificate of Incorporation relating to director liability is hereby amended to read as follows:

No director shall be personally liable to the Corporation or its stockholders for the liability of a director of any outside entity (including the Corporation) for damages for any breach of a judgment or other final determination adverse to such director established in a proceeding or proceedings in any court of law, in any state or personally against in fact a director or other person named in which such director was not legally entitled, by the time such director's last removal or resignation of the Board of Directors or resignation or resignation of director prior to the date of filing of this Certificate of Incorporation. If the BCL is amended, changed or modified to otherwise corporate within the state of Texas or in any other state, the liability of a director of the Corporation shall be amended or limited to the fullest extent permitted by the BCL, as so amended, changed or modified. This report, amendment or modification of the provisions of this paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation relating to claims arising in connection with events which took place prior to the date of such report, amendment or modification.

EIGHTH: Paragraph relating to removal of director as provided in Article 7 of the BCL is hereby deleted and replaced with:

The Corporation is to have personal corporate.

NINTH: The following amendments were authorized on a 75 percent vote of the Board of Directors of the Corporation followed by the vote of the sole holder of its capital stock.

IN WITNESS WHEREOF, the undersigned have hereunto signed their names and do hereby certify under penalty of perjury, that the statements contained herein are true and correct and that the Certificate of Amendment is in full and deed of the Corporation as of the 5th day of May, 2006.

By: Van M. Kennedy
Name: Van M. Kennedy
Title: President

By: Terence J. Anderson
Name: Terence J. Anderson
Title: Secretary

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CERTIFICATE OF AMENDMENT AND RESTATEMENT
 OF THE
 CERTIFICATE OF INCORPORATION
 OF
 BEJAQUEW NETWORKS, INC.
 UNDER SECTION 905
 OF THE BUSINESS CORPORATION LAW

01-01

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2007

Mayer, Brown & Pines
 1875 Broadway
 New York, NY 10019

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STATE OF NEW YORK
 DEPARTMENT OF STATE
 MAY 23, 2007

FILED
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 BY: RTLR

1st St. Lawrence

St. Lawrence
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 NY

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STATE OF NEW YORK
DEPARTMENT OF STATE

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 official seal of the Department of State, at the City of Albany, on August 24, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of BROADVIEW NETWORKS, INC. was filed on 06/05/1991, under the name of BRIAR JOY DEVELOPMENT CORPORATION, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment BRIAR JOY DEVELOPMENT CORPORATION, changing its name to SCC TELECOMMUNICATIONS, INC., was filed 10/02/1997.

A Certificate of Amendment SCC TELECOMMUNICATIONS, INC., changing its name to COMMUNITY NETWORKS, INC. , was filed 04/21/1998.

A Certificate of Amendment COMMUNITY NETWORKS, INC. , changing its name to BROADVIEW NETWORKS, INC., was filed 10/06/1999.

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 23rd day of August two
thousand and seven.*



Special Deputy Secretary of State

BROADVIEW NETWORKS, INC.
(a New York corporation)

BY-LAWS

ARTICLE 1.
OFFICES

Section 1.1. **Principal Office.** The principal office of Broadview Networks, Inc. (the "Corporation") shall be in Long Island City, New York, or at such other place as the board of directors of the Corporation (the "Board") may from time to time appoint.

Section 1.2. **Other Offices.** The Corporation may have other offices, either within or without the State of New York, at such place or places as the Board may from time to time appoint, or as the business of the Corporation may require.

ARTICLE 2.
MEETINGS OF STOCKHOLDERS

Section 2.1. **Place.** All meetings of the stockholders shall be held at such place within or without the State of New York as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2.2. **Annual Meeting.** The annual meeting of the stockholders of the Corporation shall be held at the office of the Corporation in Long Island City, New York or at such place within or without the State of New York as shall be set forth in the notice of meeting, at 2:00 o'clock P.M. on the second Monday in the fourth calendar month following the end of the fiscal year or, if that date be a legal holiday, at the same hour on the next business day following, for the election of directors and the transaction of such other business as may properly come before the meeting.

Section 2.3. **Special Meetings.** Subject to the provisions of statute or of the Certificate of Incorporation of the Corporation, as the same may be amended from time to time (the "Certificate of Incorporation"), special meetings of the stockholders, for any purpose or purposes, shall be called at any time by resolution of the Board, or by the Chairman of the Board, or at the request in writing of stockholders owning at least 10% of the entire capital stock of the Corporation

issued and outstanding and entitled to vote thereat. Such request shall state the purpose or purposes of the proposed meeting.

Section 2.4. Notice of Meetings. Written notice of every meeting of stockholders, stating the purpose or purposes for which the meeting is called, the date, hour and place of the meeting, and, unless it is an annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting, shall be given, not less than ten nor more than fifty days before the date of the meeting, to each stockholder of record entitled to vote at such meeting. Such notice shall be directed to a stockholder at his address as it shall appear on the books of the Corporation unless he shall have filed other address, in which case it shall be mailed to the address designated in such request.

Section 2.5. Procedure. Business transacted at all special meetings shall be confined to that which is related to the purpose or purposes stated in the notice of the meeting.

Section 2.6. Quorum. Except as otherwise provided by the Certificate of Incorporation or by these By-Laws, the holders of a majority of the shares of the Corporation issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business, provided that when a specified item of business is required to be voted on by a class or series, voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum for the transaction of such specified item of business. When there is a quorum to organize a meeting, it shall not be deemed broken by the subsequent withdrawal of any stockholders. If there shall not be a quorum, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting of the time and place to which the meeting shall be adjourned, until there shall be a quorum. At such adjourned meeting at which there shall be a quorum, any business may be transacted which might have been transacted on the original date of the meeting.

Section 2.7. Action Taken at Meetings. When there is a quorum to organize a meeting, the votes cast by the holders of a majority of the shares, present in person or represented by proxy, entitled to vote thereon shall decide any question and authorize any action of the Corporation (other than the election of directors) brought before such meeting, unless the question is one upon which, by express provision of statute or of the Certificate of Incorporation or of these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 2.8. Voting. Each stockholder of record shall be entitled at every meeting of the stockholders of the Corporation to one vote for each share having voting power standing in his name on the record of stockholders of the Corporation, and such votes may be cast either in person or by written proxy.

Section 2.9. **Proxies.** Every proxy must be dated and executed by the stockholder or by his duly authorized attorney. No proxy shall be valid after the expiration of eleven months from the date of its execution unless it shall have specified therein its duration. Every proxy shall be revocable at the pleasure of the person executing it or of his personal representatives or assigns, except in those cases where an irrevocable proxy is permitted by statute.

Section 2.10. **Consents.** Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken in connection with any action of the Corporation by any provision of statute, of the Certificate of Incorporation or of these By-Laws, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by the holders of at least the minimum number of shares entitled to vote thereon that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

Section 2.11. **Organization.** At each meeting of the stockholders, the Chairman of the Board, or in his absence a chairman chosen by a majority of the stockholders present in person or represented by proxy and entitled to vote thereat shall call meetings of the stockholders to order and act as chairman thereof. The Secretary shall act as secretary at each meeting of stockholders, or in his absence the presiding officer may appoint any person present to act as secretary of the meeting.

ARTICLE 3. **DIRECTORS**

Section 3.1. **Number.** The affairs and business of the Corporation shall be managed by a Board of Directors of not less than three and no more than nine, who shall be of full age and need not be stockholders of record. The initial number of directors shall be three. The number of directors may be increased or decreased by an amendment to these By-Laws, or by action of the Board or of the stockholders, voting by class, but in no event shall the number of directors be fewer than three members, unless the shares of the Corporation are owned by less than three stockholders, in which instance the number of directors shall be not less than the number of stockholders. The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, by the Certificate of Incorporation or by these By-Laws required to be exercised or done by the stockholders.

Section 3.2. **Tenure.** Directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve for one year and until his successor shall be duly elected and shall qualify.

Section 3.3. **Resignation.** Any director of the Corporation may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, and, unless

otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.4. **Removal.** Any director may be removed with or without cause, by resolution duly adopted by the affirmative vote of the holders of a majority of the shares then issued and outstanding and who were entitled to vote for the election of the director sought to be removed, at any special meeting of stockholders duly called and held for that purpose. Any director may be removed for cause by action of the Board.

Section 3.5. **Vacancies.** In the event of a vacancy occurring in the Board, the remaining directors, whether or not constituting a quorum, by affirmative vote of a majority thereof, may fill such vacancy for the unexpired term, or any vacancy may be filled by the stockholders at any meeting thereof. If at any time the number of directors shall be increased, the additional directors to be elected may be elected by the directors then in office by the affirmative vote of a majority thereof, whether or not constituting a quorum, at a regular meeting or at a special meeting called for that purpose.

Section 3.6. **Chairman of the Board.** The Chairman of the Board shall be elected by plurality vote of the directors from the membership of the Board. As provided in Section 2.11 of these By-Laws, he shall act as Chairman at all meetings of the stockholders at which he is present, and, as provided in Section 4.7 of these By-Laws, he shall preside at all meetings of the Board at which he is present.

Section 3.7. **Committees of Directors.** The Board may, by resolution adopted by a majority of the Board, appoint or designate one or more committees, each committee of the Board to consist of two or more directors, and may delegate to such committees any of the powers of the Board except such items as are required by the Business Corporation Law of the State of New York, as amended from time to time (the "New York Code") to be approved by the Board.

ARTICLE 4. MEETINGS OF DIRECTORS

Section 4.1. **Place.** The Board, or any committee thereof, may hold meetings, both regular and special, at the office of the Corporation in the State of New York, or at such other places, either within or without the State of New York, as they may from time to time determine.

Section 4.2. Regular Meetings.

a. Entire Board. Regular meetings of the Board shall be held without notice to the newly elected directors as soon as practicable after the adjournment of, and at the same location, as, the annual meeting of the stockholders and may be held without notice at such other times and places as shall from time to time be determined by resolution of the Board.

b. Committees. The chairman of, as may have been chosen by the Board or the Chairman of the Board, or any two members of, any committee may fix the time and place of its meetings unless the Board shall otherwise provide.

Section 4.3. Special Meetings. Special meetings of the Board, or any committee thereof, may be called by the Chairman of the Board on one day's notice by telephone or by facsimile (confirmed by telephone) to each director or each committee member, as the case may be. Special meetings shall be called by the President or Secretary on like notice on the written request of the Chairman of the Board. Notice of any special meeting need not specify the purpose of such meeting.

Section 4.4. Quorum and Voting.

a. Entire Board. At all meetings of the Board a majority of the entire number of directors shall constitute a quorum for the transaction of business and any act of a majority present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these By-Laws. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time without notice other than announcement at the meeting. At all meetings of directors, a quorum being present, all matters except those provided by law or in the Certificate of Incorporation or other certificate filed pursuant to law or these By-Laws, shall be decided by the affirmative vote of a majority of the directors present.

b. Committees. At any committee meeting, one-half, but not less than two, of the members of the committee shall be present in person in order to constitute a quorum for transaction of business at such meeting, and the act of the majority present shall be the act of such committee. In the absence or disqualification of any member of any committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute(s) a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member.

Section 4.5. Presence by Conference Telephone or Similar Equipment. Any one or more members of the Board or any committee thereof may participate in a meeting of such

Board by means of a conference telephone or other similar communications equipment which would allow all members participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a Board or committee meeting.

Section 4.6. **Consents.** Any action required to be taken or permitted to be taken by the Board or any committee thereof by statute, the provisions of the Certificate of Incorporation or these By-Laws may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board.

Section 4.7. **Organization.** At each meeting of the Board the Chairman of the Board, or in his absence a director chosen by a majority of the directors present, shall act as chairman. The Secretary, or in his absence any person appointed by the Chairman of the Board, shall act as secretary of the meeting. Any meeting of the Board may be adjourned by the vote of a majority of the directors present at such meeting.

ARTICLE 5. NOTICE AND WAIVER

Section 5.1. **Manner; Delivery.** Whenever by statute, the provisions of the Certificate of Incorporation or these By-Laws, notice is required to be given to any stockholder or director, personal notice may be given but such notice may also be given in writing by first-class mail, postage prepaid, or by telegram addressed to such stockholder or director at his address as the same appears on the books of the Corporation (except as otherwise provided in these By-Laws), and such notice shall be deemed to be given at the time when the same shall be thus mailed or wired.

Section 5.2. **Waiver.** Whenever by statute, the provisions of the Certificate of Incorporation or these By-Laws a stockholder, an officer or the Board is authorized to take any action after notice, such notice may be waived, in writing, before or after the holding of the meeting, by the person or persons entitled to such notice, or, in the case of a stockholder, by his attorney thereunto authorized. In addition, any stockholder attending a meeting of stockholders in person or by proxy without protesting prior to the conclusion of the meeting the lack of notice thereof to him and any director attending a meeting of the Board without protesting prior to the meeting or at its commencement such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE 6.
OFFICERS

Section 6.1. **Executive Officers.** The officers of the Corporation shall be chosen by the Board and may include a President, one or more Vice Presidents, a Secretary, a Treasurer and one or more subordinate officers as the Board may choose. Any two of the aforesaid offices may be held by the same person, except the offices of President and Secretary.

Section 6.2. **Election; Term of Office.** All officers shall be elected by the Board. Each officer shall hold office until the meeting of the Board following the next annual meeting of stockholders and until his successor has been elected and qualified. The Board may elect or appoint such other officers, agents and employees as it shall deem necessary who shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board.

Section 6.3. **Compensation.** The salaries of all officers of the Corporation shall be fixed by the Board.

Section 6.4. **Removal; Vacancies.** Any officer so elected or appointed by the Board may be removed either with or without cause at any time by the Board. If an office becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 6.5. **The President.** The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the stockholders; he shall have general powers of supervision and management of the business and affairs of the Corporation, subject to the control of the Board, and shall see that all orders and resolutions of the Board are carried into effect.

Section 6.6. **The Vice Presidents.** Each Vice President shall have such powers and perform such duties and functions as may from time to time be assigned to him by the Board. At the request of the President or in his absence or his disability, the Vice President shall perform all the duties and exercise the powers of the President.

Section 6.7. **The Secretary.** The Secretary shall attend all meetings of the Board and of the stockholders and shall keep the minutes thereof in appropriate books. He shall give or cause to be given notice of all meetings of stockholders and special meetings of the Board and shall perform such other duties incidental to the office of Secretary or as may be prescribed by the Board. He shall keep in safe custody the records and seal of the Corporation and affix it to any instrument when authorized by the Board.

Section 6.8. **The Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall be responsible for the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Corporation, the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation; and the disbursement of the funds

of the Corporation subject to the order of the Board. He shall render to the President and directors whenever they may so require an account of all his transactions as treasurer and of the financial condition of the Corporation. He shall, if required by the Board, give the Corporation a bond in such sum or sums and with such surety or sureties as shall be satisfactory to the Board, conditioned upon the faithful performance of his duties. The Board may also appoint Assistant Treasurers who may not perform all duties of the Treasurer in his absence or as otherwise directed by the Board.

Section 6.9. Subordinate Officers. The Corporation may have such subordinate officers as the Board may from time to time deem desirable. Each such officer shall hold office for such period and perform such duties as the Board, the Chairman of the Board or an officer designated pursuant to this ARTICLE 6 may prescribe.

Section 6.10. Delegation of Duties. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the President or the Board may confer for the time being the powers or duties, or any of them, of such officer upon any other officer or upon any director. In the absence of an officer, his duties shall be performed and his authority may be exercised by the next most senior officer, with seniority expressed by the order of appearance in this ARTICLE 6, and, within a category, by seniority in a particular position, with the right reserved to the Board to make the designation or supersede any designation so made.

Section 6.11. Restrictions on Investments. The officers of the Corporation may without restriction make investments for their own account or for the account of others; provided that the officers of the Corporation may not take advantage of any investment opportunity suitable for the Corporation without first presenting such opportunity to the Board for consideration.

Section 6.12. Power to Appoint Agent or Attorney. Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Corporation to vote or to execute in the name or on behalf of the Corporation a proxy authorizing an agent or attorney-in-fact for the Corporation.

ARTICLE 7. SHARE CERTIFICATES

Section 7.1. Signature; Form. Every holder of shares in the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by, the President and the Secretary, bearing the seal of the Corporation or a facsimile thereof, exhibiting the holder's name and certifying the number of shares owned by him in the Corporation. The certificates shall be in such form as shall be determined by the Board and shall be numbered consecutively and entered in the books of the Corporation as they are issued.

Section 7.2. **Lost Certificates.** The Board may direct a new certificate to be issued in place of any certificate theretofore issued 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, 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 his legal representative, to advertise the same in such manner as it shall direct 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.

Section 7.3. **Transfers of Shares.** Upon surrender to 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, to cancel the old certificate and to record the transaction upon its transfer books.

Section 7.4. **Registered Stockholders.** The Corporation shall be entitled to treat the holder of record of any share or shares 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 or shares on the part of any person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of New York.

ARTICLE 8: GENERAL PROVISIONS

Section 8.1. **Record Date.** For the purpose of determining the stockholders entitled to notice of and to vote at such meeting or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining stockholders entitled to receive payment of any dividend or distribution or the allotment of any rights, or for the purpose of any other action affecting the interest of stockholders, the Board may fix, in advance, a record date. Such date shall not be more than fifty nor less than ten days before the date of any such meeting or proposed action. In each such case, except as otherwise provided by law, only such persons as shall be stockholders of record on the date so fixed shall be entitled to notice of any to vote at such meeting or to express such consent or dissent, or to receive payment of such dividend or distribution, or such allotment of rights, or otherwise to be recognized as stockholders for the related purpose, notwithstanding any registration of transfer of shares on the books of the Corporation after any such record date so fixed.

Section 8.2. **Inspection of Books.** The directors shall determine from time to time whether, and if allowed, when and upon what conditions the accounts and books of the Corporation (except such as may by statute be specifically opened to inspection) shall be opened to the inspection of the stockholders.

Section 8.3. **Dividends.** Dividends upon the capital stock of the Corporation, subject to the provisions of statute and the Certificate of Incorporation, may be declared out of the surplus of the Corporation by the Board pursuant to law.

Section 8.4. **Seal.** The seal of the Corporation shall be circular in form and shall have inscribed thereon 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 or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 8.5. **Checks.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time by resolution direct.

Section 8.6. **Fiscal Year.** The fiscal year of the Corporation is to be determined by the calendar year.

Section 8.7. **Stock in Other Corporations.** Shares of stock or certificates representing the voting power in other corporations held by the Corporation shall be voted by such officer or officers of the Corporation as the Board by a majority vote shall from time to time designate for that purpose or by a proxy thereunto duly authorized by like vote of the Board.

ARTICLE 9.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 9.1. **Persons Entitled to Indemnification.** Every person who was or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in the New York Code, against all expenses, liabilities and losses (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this ARTICLE 9.

Section 9.2. **Insurance.** The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

Section 9.3. **Further By-Laws.** The Board may from time to time adopt further by-laws with respect to indemnification and may amend these and such by-laws to provide at all times the fullest indemnification permitted by the New York Code.

Section 9.4. **Advancement of Expenses.** Expenses incurred in defending a civil or criminal action or proceeding of the type described in Section 9.1 shall be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the person requesting such advance to repay such amount in the event that such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Corporation or allowed by a court exceed the indemnification to which such person is entitled.

ARTICLE 10. AMENDMENTS

These By-Laws may be altered, amended, repealed or added to at any regular or special meeting of the stockholders of the Corporation by vote of such holders entitled at the time to vote for the election of directors, each class of shares to be voted by class.