

mailed 9/27/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Venali, Inc.

Name of Corporation

DOCUMENT NUMBER:

** Amended and Restated Articles of Incorporation*
The enclosed ~~Articles of Incorporation~~ and fee are submitted for filing.

*(1 * ORIG + 1 COPY)*

Please return all correspondence concerning this matter to the following:

Barbara Gallen

Name of Contact Person

j2 Global Communications, Inc.

Firm/Company

6922 Hollywood Boulevard, Ste. 500

Address

Los Angeles, CA 90028

City/State and Zip Code

ne.barbara.gallen@j2global.com

E-mail address. (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Gallen

Name of Contact Person

at (323) 860-9482

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☒ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 8, 2010

Barbara Gallen
j2 Global Communications, inc.
6922 Hollywood Boulevard, Ste 500
Los Angeles, CA 90028

SUBJECT: VENALI, INC.
Ref. Number: P02000003595

We have received your document for VENALI, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 510A00023877

10.28.10
Annette,
Please see
attached.
monday
☺

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VENALI, INC.**

FILED

2010 NOV -2 PM 4:26

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting in his capacity as Secretary of Venali, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Venali, Inc. The Corporation's Articles of Incorporation were originally filed with the Secretary of State of the State of Florida on January 10, 2002. Articles of Amendment to the Corporation's Articles of Incorporation were filed with the Secretary of State of the State of Florida on April 6, 2004, and Amended and Restated Articles of Incorporation were filed with the Secretary of State of the State of Florida on each of November 21, 2005, November 23, 2005 and September 22, 2006 (collectively, with the Corporation's Articles of Incorporation, the "Articles").

2. The undersigned hereby certifies, attests and serves notice that the text of the Articles is hereby amended and restated to read in its entirety as follows:

Article I

Name

The name of the Corporation is Venali, Inc. and the address of the principal office and mailing address of the Corporation is 6922 Hollywood Boulevard, Suite 500, Los Angeles, California 90028.

Article II

Purpose

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act (the "FBCA"), including any amendments thereto.

Article III

Capital Stock

The Corporation shall have the authority to issue a total of 1000 shares, no par value.

Article IV

Registered Agent and Office

The name and address of the registered agent of the Corporation is CT Corporation System, 1200 South Pine Island Road, Suite 250, Plantation, Florida 33324.

Article V

Directors and Officers

The officers of the Corporation are:

CEO	Nehemiah Zucker
President	Scott Turicchi
Secretary	Jeffrey Adelman
Treasurer	Kathleen Griggs

The directors of the Corporation are:

Jeffrey Adelman
Kathleen Griggs

Article V

Amendment

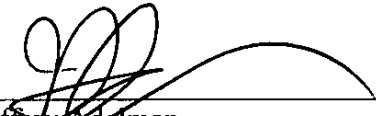
The Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation.

* * *

These Amended and Restated Articles of Incorporation have been duly authorized and directed by Unanimous Written Consent of the Board of Directors of the Corporation, dated September 21, 2010 and by Written Consent of the Sole Shareholder of the Corporation, dated September 21, 2010. These Amended and Restated Articles of Incorporation supersede the Corporation's original Articles of Incorporation and all amendments and restatements heretofore made to them.

Venali, Inc.
Amended and Restated Articles of Incorporation

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed by the Secretary of the Corporation this 21st day of September 2010, and affirm that the statements made herein are true under the penalties of perjury.



Jeffrey Adelman

ACCEPTANCE OF REGISTERED AGENT

C T Corporation System, having been named as registered agent to accept service of process for Venali, Inc. at the place designated in the Amended and Restated Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607.0505, F.S.

Dated this 28th Day of October, 2010

C T Corporation System

A handwritten signature in black ink, appearing to read "Madonna Cuddihy", written over the printed name.

Madonna Cuddihy
Special Assistant Secretary