

070410000370

CERTIFICATE OF INCORPORATION

OF

CONNECTING.NYC INC.

Under Section 402 of the Not-for-Profit Corporation Law

Under Section 402 of the Not-for-Profit Corporation Law, the undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of the Not-for-Profit Corporation Law of the State of New York, hereby states:

FIRST: The name of the corporation is Connecting.nyc Inc. (hereinafter referred to as the "Corporation").

SECOND: The Corporation is a corporation as defined in Subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The Corporation is a Type C corporation as defined in Section 201 of the Not-for-Profit Corporation Law.

FOURTH: The Corporation is formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax code (the "Code"), and including the following:

(a) To train residents, civic, community, and small businesses on utilizing and publishing information and services using .nyc domain names;

(b) To support an understanding of the opportunities made available using .nyc as an internet name or address by sponsoring and presenting workshops, classes, lectures, forums, and demonstrations;

(c) To train residents of New York City through the development of websites which will depict successful efforts to utilize .nyc internet names; and

(d) To conduct such other activities as from time to time are found to be appropriate in connection with the foregoing purposes and as are lawful for not-for-profit corporations, within the meaning of Section 501(c)(3) of the Code.

Nothing herein shall authorize the corporation to operate or maintain a charter school, a nursery school, an elementary school or a secondary school. Nothing herein shall authorize the corporation to operate a college or university or to advertise or offer credit-bearing courses or degrees in New York State.

FIFTH: The lawful public or quasi-public objective which the business purpose will achieve is (i) to improve access to and promote the use of network technologies in New York City by increasing the number of opportunities for residents, families, community and civic groups, institutions, and businesses to utilize networking technologies; (ii) to publish content and services on the global network called the Internet, which will educate residents and organizations on the opportunities available by using .nyc as an internet name.

SIXTH: In furtherance of the foregoing purposes, the Corporation shall have the power, subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation

organized for the purposes herein set forth or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof, subject to the further limitation and condition that, notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for one or more of the following purposes: educational, cultural, literary, or charitable purposes, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

SEVENTH: The Corporation shall be entitled to solicit, receive and maintain a fund or funds of personal or real property and apply the whole or any part of the income and/or principal thereof exclusively for the purposes of the Corporation, as shall from time to time be found appropriate in connection with the foregoing purposes and as are lawful for a not-for-profit corporation.

EIGHTH: The Corporation is not formed for pecuniary profit or for financial gain and no part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation, or any private individual, firm or corporation (except that reasonable compensation may be paid for services rendered to or for the Corporation).

NINTH: (a) No substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the United States Internal Revenue law, during any fiscal year or years in which the Corporation chooses to utilize the benefits authorized by that statutory provision), and the Corporation shall not participate or intervene (including by

publishing or distributing statements) in any political campaign on behalf of any candidate for public office.

(b) If at any time the Corporation is determined to be other than an organization described in Section 509(a)(1), (2) or (3) of the Code, it shall, to the extent applicable, comply with Section 508 of the Code (or the corresponding provision of any future United States Internal Revenue law) insofar as such Section:

(i) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(ii) prohibits the Corporation, its directors or members from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;

(iv) prohibits the Corporation from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or

(v) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

TENTH: In the event of the dissolution of the Corporation, all the assets and property of the Corporation remaining after the payment or satisfaction of its liabilities shall be

distributed to one or more organizations whose purposes are exclusively educational, literary, cultural, scientific and/or charitable, and which organization or organizations shall qualify as exempt at such time under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), subject to the approval of a Justice of the Supreme Court of the State of New York.

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

TWELFTH: The names and addresses of the initial Directors of the Corporation are as follows:

| NAME | ADDRESS |
|--------------------|--|
| Thomas Lowenhaupt | 35-35 75th Street, Apt. 527 Jackson Heights, NY 11372 |
| Jeffery Lowenhaupt | 35-35 75th Street, Apt. 405 Jackson Heights, NY 11372 |
| John Moran | 35-30 73rd Street Jackson Heights, NY 11372 |

THIRTEENTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary should mail a copy of any process against the Corporation served upon him is:
Thomas Lowenhaupt, 35-35 75th Street, Apt. 527, Jackson Heights, NY 11372.

IN WITNESS WHEREOF, the Certificate of Incorporation has been signed and
the statements made herein are affirmed as true under the penalties of perjury this 2nd day of
March, 2007.

/s/ Thomas Lowenhaupt

Thomas Lowenhaupt
Incorporator
35-35 75th Street
Jackson Heights, NY 11372

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)

Consent is hereby given to the filing of the annexed certificate of incorporation

of Connecting.nyc Inc.

[name of entity]

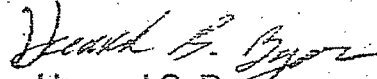
pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

RICHARD P. MILLS
Commissioner of Education

By:

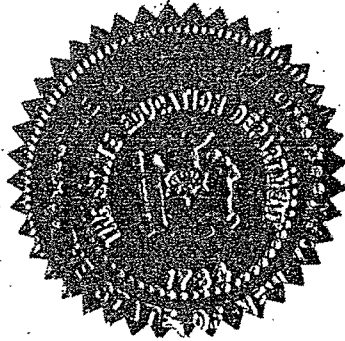

Howard S. Beyer

Commissioner's authorized designee

Date

4/3/07

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**



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OF
CONNECTING.NYC INC.

(Under Section 402 of the Not-for-Profit Corporation Law)

Filed by:
Marcy Hahn-Saperstein
Proskauer Rose LLP
2255 Glades Road
Suite 340 West
Boca Raton FL, 33431-7383

FILED
2007 APR 10 AM 11:25

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 10 2007

TAXS

BY: JCH
QUEENS

JCH

DRAWDOWN Amy

2007 APR -9 PM 2:11

RECEIVED

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State of New York }
Department of State } ss:

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

April 10, 2007



A handwritten signature in black ink, appearing to be "D. A. ...", is written over the seal.

Special Deputy Secretary of State