

CERTIFICATE OF INCORPORATION

OF

TOUCHTONE COMMUNICATIONS INC.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the corporation is:

TOUCHTONE COMMUNICATIONS INC.

2. The address of the registered office of the corporation in the State of Delaware is 2 West Loockerman Street, P.O. Box 1298, Dover, Kent County, De 19903 and the registered agent in charge thereof is Registered Office Service Company.

3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The corporation is authorized to issue capital stock to the extent of:

One Thousand (1,000) Shares Without Par Value

5. The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

6. Election of directors need not be by written ballot unless so provided in the By-Laws of the corporation.

7. No Director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, provided that this provision shall not eliminate the liability of a Director (i) for any breach of the Director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the General Corporation Law or (iv) for any transaction from which the Director derived an improper personal benefit.

8. Except as otherwise required by statute, the books and records of the corporation may be kept outside of the State of Delaware at such place or places as provided in the By-Laws of the corporation or from time to time designated by the Board of Directors.

9. The name and address of the incorporator is as follows:

NAME

ADDRESS

R. W. Worthington, Jr.

2021 Arch Street, Philadelphia, PA 19103

IN WITNESS WHEREOF, the incorporator has hereunder set his hand and seal this 30th day of January, 2002.

R. W. Worthington, Jr.
R. W. Worthington, Jr.