

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SABAN ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 1995, AT 9 O'CLOCK A.M.



2527341 8100

060691720

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4940330

DATE: 07-31-06

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of \_\_\_\_\_  
SABAN Enterprises, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

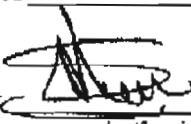
**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " Name of Corporation " so that, as amended, said Article shall be and read as follows:

The the name of the Corporation be changed from Saban Enterprises, Inc. to  
The Saban Engineering Group, Inc.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 27th day of April, 2006

By:   
Authorized Officer  
Title: President

Name: Stephen Pharaï  
Print or Type

Jan-08-98 08:33P

P.02

**CERTIFICATE OF CHANGE OF LOCATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT  
OF  
Saban Enterprises, Inc.**

The Board of Directors of Saban Enterprises, Inc., a Corporation of Delaware, on this 6<sup>th</sup> day of January, A.D. 1998 do hereby resolve and order that the location of the Registered Office of this Corporation within this State be, and the same hereby is 25 Greystone Manor, Lewes, DE 19958, County of Sussex.

The name of the Registered Agent therein and in charge thereof upon whom process against this Corporation may be served, is Harvard Business Services, Inc. The address of the Registered Agent is 25 Greystone Manor, Lewes, DE 19958, County of Sussex.

Saban Enterprises, Inc., a Corporation of Delaware, does hereby certify that the foregoing is a true copy of a resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its Authorized Officer, this 6<sup>th</sup> day of January, A.D., 1998

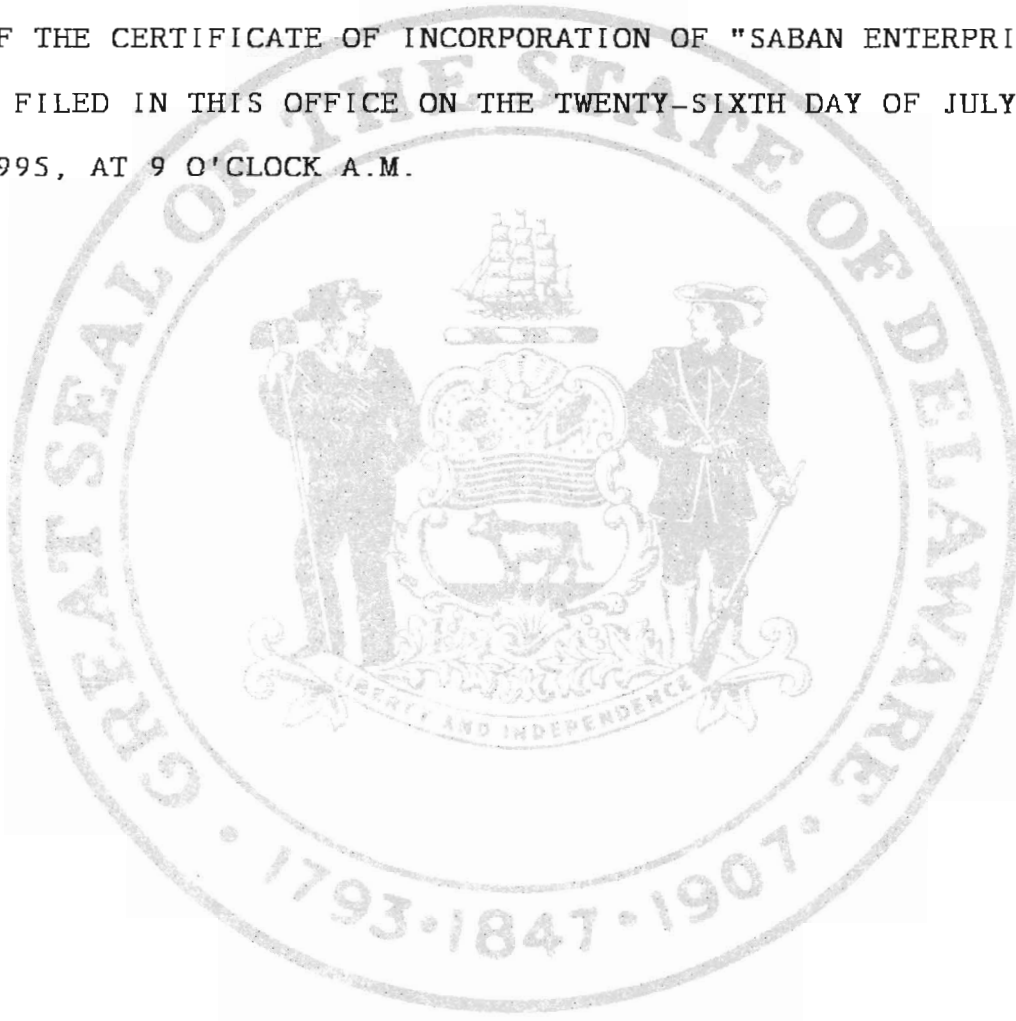
BY: Name: Stephen PharaTitle: President

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SABAN ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JULY, A.D. 1995, AT 9 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2527341 8100

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7635300

09-11-95

CERTIFICATE OF INCORPORATION  
OF

SABAN Enterprises, Inc.  
A CLOSE CORPORATION

FIRST: The name of this corporation is SABAN Enterprises, Inc.

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut St., Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 100 shares of  
NO par value.

FIFTH: The name and mailing address of the incorporator is:  
Regina Cophas, Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: JULY 26, 1995


*Regina Cophas*

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SABAN ENTERPRISES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7772422

2527341 8300

CERTIFICATE OF INCORPORATION  
OF

SABAN Enterprises, Inc.  
A CLOSE CORPORATION

FIRST: The name of this corporation is SABAN Enterprises, Inc.

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut St., Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 100 shares of  
NO par value.

FIFTH: The name and mailing address of the incorporator is:  
Regina Cephas, Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: JULY 26, 1995

*Regina Cephas*

CERTIFICATE OF INCORPORATION  
OF

SABAN Enterprises, Inc.  
A CLOSE CORPORATION

FIRST: The name of this corporation is SABAN Enterprises, Inc.

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut St., Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

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NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: JULY 26, 1995

*Regina Cephas*



**STATE OF DELAWARE  
CERTIFICATE FOR RENEWAL  
AND REVIVAL OF CHARTER**

The corporation organized under the laws of Delaware, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

1. The name of this corporation is SABAN ENTERPRISES, INC.
2. Its registered office in the State of Delaware is located at 16192 Coastal Highway (street), City of Lewes  
Zip Code 19978 County of Sussex the name of  
its registered agent is HARVARD BUSINESS SERVICES, INC.
3. The date of filing of the original Certificate of Incorporation in Delaware was JULY 26, 1995
4. The date when restoration, renewal, and revival of the charter of this company is to commence is the 29th day of February, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
5. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2004, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

INTESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters the last and acting authorized officer hereunto set his/her hand to this certificate this 31st day of March A.D. 2006.

By: Stephen Pharai  
Authorized Officer  
Name: Stephen Pharai  
Print or Type  
Title: President