PATENT ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: **ASSIGNMENT**

CONVEYING PARTY DATA

Name	Execution Date
Involve Technology, Inc.	11/03/2008

RECEIVING PARTY DATA

Name:	Quick Comments Inc.
Street Address:	6522 N. 27th St.
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85016

PROPERTY NUMBERS Total: 6

Property Type	Number
Application Number:	11563628
Patent Number:	7143089
Application Number:	60181632
Application Number:	09782873
Application Number:	10624345
Application Number:	10944495

CORRESPONDENCE DATA

Fax Number: (480)240-5971

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 602-412-3629

Email: greg@gregpetras.com

Correspondent Name: **Greg Petras** Address Line 1: 6522 N. 27th St.

Address Line 4: Phoenix, ARIZONA 85016

NAME OF SUBMITTER: Gregory J. Petras

PATENT REEL: 023107 FRAME: 0610

Total Attachments: 43

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UNANIMOUS CONSENT IN LIEU OF AN ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF

QUICK COMMENTS, INC., a Delaware corporation

as of
$$\sqrt{3}$$
, 2008

The undersigned, being all of the members of the Board of Directors (the "Board") of Quick Comments, Inc., a Delaware corporation, (the "Corporation"), hereby give their written consent and authorization, in accordance with the provisions of 108(c) and 141(f) of the General Corporation Law of the State of Delaware, to the adoption of the following resolutions, and the same are hereby adopted as of the date set forth above:

1. Adoption of Certificate of Incorporation

RESOLVED, that the Certificate of Incorporation as executed by the Incorporator and filed with the Delaware Secretary of State on $\sqrt{3}$, 2008 is approved, and a copy of said Certificate shall be placed in the Corporation's minute book,

2. Adoption of Bylaws

RESOLVED, that the form of Bylaws submitted to the Board is hereby approved in all respects and adopted as the Bylaws of the Corporation, and that the Secretary is hereby instructed to file a copy of said Bylaws in the Corporation's minute book.

3. **Election of Officers**

RESOLVED, that the following person is hereby nominated and elected to the offices of the Corporation set opposite her name below, to hold said offices until her successor(s) is duly elected and qualified:

Greg Petras - President
Greg Petras - Secretary and Treasurer

4. Bank Account(s)

RESOLVED, that bank accounts for and in the name of the Corporation may be opened at one or more established financial institutions within the state of

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Arizona or other jurisdictions, and that the checks of the Corporation on said accounts be signed by such persons as from time to time may be designated by the Board of Directors;

RESOLVED FURTHER, that the resolution or resolutions required by each said financial institution for the opening of a bank account and the signing of checks, as set forth above are hereby approved and adopted as resolutions of this Board, and that a copy of said resolution or resolutions, in the form customarily used by each said financial institution, be attached to this Consent; and

RESOLVED FURTHER, that the Secretary of the Corporation is hereby authorized to certify to the passage of said resolution, as required by each said financial institution, as of this date.

5. Fiscal Year End

RESOLVED, that the Corporation adopt the fiscal year ending December 31 as its annual accounting period, for financial and federal income tax purposes, until a different fiscal year end shall be approved and adopted by the Corporation's Board.

Stock Specimen

RESOLVED, that the proposed form of stock certificate, as presented to the Board and attached hereto as <u>Exhibit A</u>, is hereby approved and adopted as the form of certificate representing the capital shares of the Corporation.

7. Subscription Agreement

WHEREAS, the Corporation has received from Involve Technology, Inc., a Delaware corporation ("Involve") a subscription offer to purchase shares of the common stock of the Corporation (the "Subscription Agreement"), in the form attached hereto as Exhibit B; and

WHEREAS, Involve owns the assets described on "Exhibit A" of the Subscription Agreement and is willing to contribute those assets to the Corporation in exchange for (a) 5,000,000 shares common stock of the Corporation, (b) an unsecured demand promissory note in the principal amount of \$250,000, (c) a royalty agreement, pursuant to which the Corporation agrees to pay Involve 5.5% of the Corporation's gross revenues until the Corporation is sold to an independent third party and (d) a sales agency agreement, pursuant to which Involve will have a nonexclusive right to license, develop and distribute products of the Corporation until otherwise directed by the Corporation (the "Consideration"); it is hereby,

RESOLVED, that the Corporation accepts the Subscription Agreement to purchase an aggregate of Five Million (5,000,000) shares of the common stock of the Corporation received from Involve in consideration of such purchaser's contribution to the Corporation of those certain assets listed on "Exhibit A" of the

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Subscription Agreement and authorizes, adopts and approves of the Consideration; and

RESOLVED FURTHER, that the President and Secretary of the Corporation are hereby authorized, empowered and directed, for and on behalf of the Corporation, to (a) issue to Involve a certificate evidencing ownership of Five Million (5,000,000) shares of the common stock of the Corporation and (b) execute, acknowledge, and deliver such agreements, documents, certificates, and other instruments, and to take or cause to be taken such action, as he may deem necessary or appropriate to carry out the transactions contemplated by the Consideration, with such modifications and changes as such officer may deem necessary or appropriate as evidenced by their signature thereto.

8. Series A Financing.

WHEREAS, the Board of Directors deems it to be in the best interests of the Corporation to raise working capital by issuing shares of its Series A Preferred Stock in accordance with the Term Sheet attached hereto as Exhibit C (the "Series A Financing"); it is hereby

RESOLVED, that the President and Secretary of the Corporation are hereby authorized, empowered and directed, for and on behalf of the Corporation, to execute, acknowledge, and deliver such agreements, documents, certificates, and other instruments, and to take or cause to be taken such action, as he may deem necessary or appropriate to carry out the transactions contemplated by the Series A Financing, with such modifications and changes as such officer may deem necessary or appropriate as evidenced by their signature thereto.

9. <u>General Implementation</u>

RESOLVED that the President of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute, acknowledge, and deliver such agreements, documents, certificates, and other instruments, and to take or cause to be taken such action, as he may deem necessary or appropriate to carry out the transactions contemplated by these resolutions and otherwise accomplish the purposes and intent of these resolutions.

The Secretary is instructed to file this written consent in the minute book of the Corporation. The action taken by this instrument shall be of the same force and effect as if taken at a meeting of the Board of Directors, duly called and held pursuant to the laws of the State of Delaware. This instrument may be executed in counterparts and by facsimile; each counterpart shall be deemed an original hereof, and all counterparts together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

DIRECTORS:

iteg Petras

Exhibit A

Form of Stock Certificate

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Exhibit B

Subscription Agreement

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELANARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "QUICK COMMENTS,"
INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D.
2008, AT 6:42 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4618943 8100

081088974

You may verify this certificate online at corp.delaware.gov/authwer.shtml

Darriet Smila Hindson

Harriet Smith Windsor, Secretary of State AUTHENTICATION: 6950633

DATE: 11-05-08

State of Delaware Secretary of State Division of Corporations Delivered 06:50 PM 11/03/2008 FILED 06:42 PM 11/03/2008 SRV 081088974 - 4618943 FILE

CERTIFICATE OF INCORPORATION OF QUICK COMMENTS, INC.

Pursuant to the Delaware General Corporation Law

ARTICLE I

The name of the Corporation is Quick Comments, Inc. (the "Corporation").

ARTICLE II

The location of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE III

The general nature of the business the Corporation proposes to transact, and its objects, purposes and powers shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

1. Authorized Shares.

The total number of shares of capital stock which the Corporation shall have the authority to issue is Six Million (6,875,000) shares, par value of \$0.0001 per share, of which Five Million (5,000,000) shares shall be common stock (the "Common Stock") and One Million Eight Hundred Seventy-Five Thousand (1,875,000) shares shall be preferred stock (the "Preferred Stock").

The Board of Directors is authorized, subject to any limitations prescribed by law, to fix the designations, voting powers, preferences, rights, qualifications, limitations and/or restrictions of each class of stock of the Corporation.

Establishment and Designation of Series.

There is hereby established a series of preferred stock designated Series A Convertible Preferred Stock (the "Series A Preferred Stock"), to consist of One Million Eight Hundred Seventy-Five Thousand (1,875,000) shares, par value of \$0.0001 per share, to have the preferences, limitations and relative rights, including voting rights, as set forth herein.

Dividends.

(a) The holders of Series A Preferred Stock shall be entitled to receive, when and if declared by the Board of Directors of the Corporation (the "Board"), but only out of funds that are legally available therefor, cumulative dividends (the "Accruing Dividends") in preference to the holders of Common Stock of the Corporation, which shall accrue at the rate of 6% per annum of the Series A

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Original Issue Price (as defined below) on each outstanding share of Series A Preferred Stock. The "Series A Original Issue Price" of each share of the Series A Preferred Stock shall be Forty Cents (\$0.40) (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like with respect to such shares). Accruing Dividends on each share of Series A Preferred Stock shall cumulate on a quarterly basis and shall begin to accrue as of the first calendar quarter following the date of issuance for such share, and will accrue regardless of whether there are profits, surplus or other funds of the Corporation legally available for the payment of dividends. No accumulation of Accruing Dividends shall bear any interest. Accruing Dividends shall be payable only upon liquidation, sale or winding up of the Corporation, and shall be automatically cancelled upon conversion of the Series A Preferred Stock into Common Stock.

(b) So long as any shares of Series A Preferred Stock shall be outstanding, no dividend, whether in cash or property, shall be paid or declared, nor shall any other distribution be made, on any Common Stock, nor shall any shares of any Common Stock of the Corporation be purchased, redeemed, or otherwise acquired for value by the Corporation except for (i) acquisitions of the Common Stock by the Corporation pursuant to agreements approved by the Board which permit the Corporation to repurchase such shares at cost upon termination of services to the Corporation and (ii) acquisitions of Common Stock approved by the Board, until all dividends (set forth in Section 3(a) above) on the Series A Preferred Stock shall have been paid or declared and set apart. In the event dividends are paid on any share of Common Stock, an additional dividend shall be paid with respect to all outstanding shares of Series A Preferred Stock in an amount equal per share (on an as-if-converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock. The provisions of this Section 3(b) shall not, however, apply to a dividend payable in Common Stock.

4. Voting Rights.

- (a) General Rights. Except as otherwise provided herein or as required by law, the Series A Preferred Stock shall be voted equally with the shares of the Common Stock and not as a separate class, at any annual or special meeting of stockholders of the Corporation, and may set by written consent in the same manner as the Common Stock, in either case upon the following basis: each holder of shares of Series A Preferred Stock shall be entitled to such number of votes as shall be equal to the whole number of shares of Common Stock into which such holder's aggregate number of shares of Series A Preferred Stock are convertible (pursuant to Section 6 hereof) immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.
- (b) <u>Separate Vote of Preferred Stock</u>. In addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least a majority of the outstanding Series A Preferred Stock, voting as a single class, shall be necessary for effecting or validating the following actions:
- (i) Any amendment, alteration, waiver or repeal of any provision of the Certificate of Incorporation or the Bylaws of the Corporation (including any filing of a Certificate of Designation) or other action, that alters or changes the rights, preferences or privileges of the Series A Preferred Stock so as to affect the Series A Preferred Stock adversely;
- (ii) Any increase or decrease in the authorized number of shares of Series A Preferred Stock:

Provided, however, that no such consent under (i) or (ii) shall be required for or in connection with the issuance of one or more series of Preferred Stock that is senior to or on parity with the Series A Preferred Stock.

5. Liquidation Rights.

- (a) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of Common Stock, the holders of Series A Preferred Stock shall be entitled to be paid out of the assets of the Corporation an amount equal to the Series A Original Issue Price per share of Series A Preferred Stock held by them plus any Accraing Dividends (the "Series A Liquidation Preference"). If, upon any such liquidation, dissolution, or winding up, the assets of the Corporation shall be insufficient to make payment in full to all holders of Series A Preferred Stock of the Series A Liquidation Preference, then such assets shall be distributed among the holders of Series A Preferred Stock at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.
- (b) After the payment of the Series A Liquidation Preference, the remaining assets of the Corporation legality available for distribution, if any, shall be distributed ratably to the holders of the Common Stock.
- (c) In the event of a liquidation, dissolution or winding up of the Corporation, the holders of the Series A Preferred Stock will have the option to receive the Series A Liquidation Preference, or to convert their Series A Preferred Stock to Common Stock pursuant to Section 6(a) and participate in the liquidation as a holder of Common Stock.
 - (d) The following events shall be considered a liquidation under this Section:
- (i) any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization, own less than 50% of the Corporation's voting power immediately after such consolidation, merger or reorganization, or any transaction or series of related transactions to which the Corporation is a party in which in excess of fifty percent (50%) of the Corporation's voting power is transferred, excluding any consolidation or merger effected exclusively to change the domicile of the Corporation (an "Acquisition"); or
- (ii) a sale, lease or other disposition of all or substantially all of the assets of the Corporation (an "Asset Transfer").
- (e) In the event of any liquidation event described in Section 5(d), if the consideration received by the Corporation is other than cash, its value will be deemed its fair market value as determined in good faith by the Board. Any securities shall be valued as follows:
- (i) Securities not subject to investment letter or other similar restrictions on free marketability covered by subsection (e)(ii) below:
- (A) If traded on a national securities exchange, the value shall be deemed to be the average closing price of the securities on such exchange for the ten days prior to and including the date of closing;

- (B) If actively traded over-the-counter, the value shall be deemed to be the closing bid or sale price (whichever is applicable) as of the date of closing; and
- (C) If there is no active public market, the value shall be the fair market value thereof, as determined by the Board.
- (ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in subsections (e)(i)(A), (B) or (C) to reflect the approximate fair market value thereof, as determined by the Board.

6. Conversion.

The holders of the Series A Preferred Stock shall have the following rights with respect to the conversion of the Series A Preferred Stock into shares of Common Stock (the "Conversion Rights"):

- (a) Optional Conversion. Subject to and in compliance with the provisions of this Section 6, any shares of Series A Preferred Stock may, at the option of the holder, be converted at any time into fully-paid and nonassessable shares of Common Stock. The number of shares of Common Stock to which a holder of Series A Preferred Stock shall be entitled upon conversion shall be the product obtained by multiplying the "Series A Preferred Stock Conversion Rate" then in effect (determined as provided in Section 6(b)) by the number of shares of Series A Preferred Stock being converted.
- (b) <u>Series A Preferred Stock Conversion Rate</u>. The conversion rate in effect at any time for conversion of the Series A Preferred Stock (the "<u>Series A Preferred Stock Conversion Rate</u>") shall be the quotient obtained by dividing the Series A Original Issue Price by the "Series A Preferred Stock Conversion Price," calculated as provided in Section 6(c).
- (c) <u>Series A Preferred Stock Conversion Price</u>. The conversion price for the Series A Preferred Stock shall initially be the Series A Original Issue Price (the "<u>Series A Preferred Stock Conversion Price</u>"). Such initial Series A Preferred Stock Conversion Price shall be adjusted from time to time in accordance with this Section 6.
- (d) Mechanics of Conversion. Each holder of Series A Preferred Stock who desires to convert the same into shares of Common Stock pursuant to this Section 6 shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at such office that such holder elects to convert the same. Such notice shall state the number of shares of Series A Preferred Stock being converted. Thereupon, the Corporation shall promptly issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which such holder is entitled and shall promptly pay in cash in cash (at the Common Stock's fair market value determined by the Board in good faith as of the date of conversion) the value of any fractional share of Common Stock otherwise issuable to any holder of Series A Preferred Stock. Such conversion shall be deemed to have been made at the close of business on the date of such surrender of the certificates representing the shares of Series A Preferred Stock to be converted, and the person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record bolder of

such shares of Common Stock on such date. All Accruing Dividends will be deemed cancelled upon conversion of the Series A Preferred Stock.

- (c) Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the date that the first share of Series A Preferred Stock is issued (the "Original Issue Date") effect a subdivision of the outstanding Common Stock without a corresponding subdivision of the Series A Preferred Stock, the Series A Preferred Stock Conversion Price in effect immediately before that subdivision shall be proportionately decreased. Conversely, if the Corporation shall at any time or from time to time after the Original Issue Date combine the outstanding shares of Common Stock into a smaller number of shares without a corresponding combination of the Series A Preferred Stock, the Series A Preferred Stock Conversion Price in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 6(e) shall become effective at the close of business on the date the subdivision or combination becomes effective.
- Adjustment for Common Stock Dividends and Distributions. If the Corporation at any time or from time to time after the Original Issue Date makes, or fixes a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, in each such event the Series A Preferred Stock Conversion Price that is then in effect shall be decreased as of the time of such issuance or, in the event such record date is fixed, as of the close of business on such record date, by multiplying the Series A Preferred Stock Conversion Price then in effect by a fraction (i) the numerator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and (ii) the denominator of which is the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution; provided, however, that if such record date is fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Series A Preferred Stock Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Series A Preferred Stock Conversion Price shall be adjusted pursuant to this Section 6(f) to reflect the actual payment of such dividend or distribution.
- (g) Adjustment for Reclassification. Exchange and Substitution. If at any time or from time to time after the Original Issue Date, the Common Stock issuable upon the conversion of the Series A Preferred Stock is changed into the same or a different number of shares of any class or classes of stock, whether by recapitalization, reclassification or otherwise (other than an Acquisition or Asset Transfer as defined in Section 5(d) or a subdivision or combination of shares or stock dividend or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 6), in any such event each holder of Series A Preferred Stock shall have the right thereafter to convert such stock into the kind and amount of stock and other securities and property receivable upon such recapitalization, reclassification or other change by holders of the maximum number of shares of Common Stock into which such shares of Series A Preferred Stock could have been converted immediately prior to such recapitalization, reclassification or change, all subject to further adjustment as provided herein or with respect to such other securities or property by the terms thereof.
- (h) <u>Reorganizations</u>, <u>Mergers or Consolidations</u>. If at any time or from time to time after the Original Issue Date, there is a capital reorganization of the Common Stock or the merger or consolidation of the Corporation with or into another corporation or another entity or person (other than

an Acquisition or Asset Transfer as defined in Section 5(d) or a recapitalization, subdivision, combination, reclassification, exchange or substitution of shares provided for elsewhere in this Section 6), as a part of such capital reorganization, provision shall be made so that the holders of the Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion would have been entitled on such capital reorganization, subject to adjustment in respect of such stock or securities by the terms thereof. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 6 with respect to the rights of the holders of Series A Preferred Stock after the capital reorganization to the end that the provisions of this Section 6 (including adjustment of the Series A Preferred Stock Conversion Price then in effect and the number of shares issuable upon conversion of the Series A Preferred Stock) shall be applicable after that event and be as nearly equivalent as practicable.

(i) Sale of Shares Below Series A Preferred Stock Conversion Price.

If at any time or from time to time, the Corporation issues or sells, or is deemed by the express provisions of this subsection 6(i) to have issued or sold, Additional Shares of Common Stock (as defined in subsection 6(i)(v) below), other than (X) as a dividend or other distribution on any class of stock as provided in Section 6(f) above, or (Y) as a subdivision or combination of shares of Common Stock as provided in Section 6(e) above, for an Effective Price (as defined in subsection 6(I)(iv) below) less than the then effective Series A Preferred Stock Conversion Price, then and in each such case the then existing Series A Preferred Stock Conversion Price shall be reduced, as of the opening of business on the date of such issue or sale, to a price determined by multiplying the Series A Preferred Stock Conversion Price by a fraction (i) the numerator of which shall be (A) the number of shares of Common Stock decimed outstanding (as defined below) immediately prior to such issue or sale, plus (B) the number of shares of Common Stock which the aggregate consideration received (as defined in subsection 6(i)(ii)) by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Series A Preferred Stock Conversion Price, and (ii) the denominator of which shall be the number of shares of Common Stock deemed outstanding (as defined below) immediately prior to such issue or sale plus the total number of Additional Shares of Common Stock so issued. For the purposes of the preceding sentence, the number of shares of Common Stock deemed to be outstanding as of a given date shall be the sum of (A) the number of shares of Common Stock actually outstanding, (B) the number of shares of Common Stock into which the then outstanding shares of Series A Preferred Stock could be converted if fully converted on the day immediately preceding the given date, and (C) the number of shares of Common Stock which could be obtained through the exercise or conversion of all other rights, options and convertible securities outstanding on the day immediately preceding the given date.

(ii) For the purpose of making any adjustment required under this Section 6(i), the consideration received by the Corporation for any issue or sale of securities shall (A) to the extent it consists of cash, be computed at the net amount of cash received by the Corporation after deduction of any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale but without deduction of any expenses payable by the Corporation, (B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board, and (C) if Additional Shares of Common Stock, Convertible Securities (as defined in subsection 6(i)(iii)) or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other

stock or securities or other assets of the Corporation for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Board to be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

For the purpose of the adjustment required under this Section 6(i), if the Corporation issues or sells (A) stock or other securities convertible into, Additional Shares of Common Stock (such convertible stock or securities being herein referred to as "Convertible Securities") or (B) rights or options for the purchase of Additional Shares of Common Stock or Convertible Securities and if the Effective Price of such Additional Shares of Common Stock is less than the Series A Preferred Stock Conversion Price, in each case the Corporation shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such rights or options or Convertible Securities, plus, in the case of such rights or options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such rights or options, plus, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation (including, without duplication, cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion thereof; provided that if in the case of Convertible Securities the minimum amounts of such consideration cannot be ascertained, but are a function of antidilution or similar protective clauses, the Corporation shall be deemed to have received the minimum amounts of consideration without reference to such clauses; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of rights, options or Convertible Securities is reduced over time or on the occurrence or non-occurrence of specified events other than by reason of antidilution adjustments, the Effective Price shall be recalculated using the figure to which such minimum amount of consideration is reduced; provided further that if the minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities is subsequently increased, the Effective Price shall be again recalculated using the increased minimum amount of consideration payable to the Corporation upon the exercise or conversion of such rights, options or Convertible Securities. No further adjustment of the Series A Preferred Stock Conversion Price, as adjusted upon the issuance of such rights, options or Convertible Securities, shall be made as a result of the actual issuance of Additional Shares of Common Stock on the exercise of any such rights or options or the conversion of any such Convertible Securities. If any such rights or options or the conversion privilege represented by any such Convertible Securities shall expire without having been exercised, the Series A Preferred Stock Conversion Price as adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Series A Preferred Stock Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (including, without duplication, cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities, provided that such readjustment shall not apply to prior conversions of Series A Preferred Stock.

- "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this Section 6(i), other than (A) shares of Common Stock issued upon conversion of or as a dividend or distribution on the Series A Preferred Stock, (B) the issuance of Common Stock or rights to purchase Common Stock granted to officers, directors, employees or consultants as approved by the Corporation's Board of Directors, (C) shares of Common Stock subject to outstanding options, warrants or convertible securities as of the date hereof, (D) the issuance of Common Stock or rights to purchase Common Stock issued in connection with equipment lease financing arrangements, credit agreements, debt financings, or other commercial transactions approved by the Board of Directors, and (E) the issuance of Common Stock or rights to purchase Common Stock for consideration other than cash pursuant to a merger, consolidation, acquisition or similar business combination approved by the Board of Directors. References to Common Stock in this clause (iv) above shall mean all shares of Common Stock issued by the Corporation or deemed to be issued pursuant to this Section 6(i). The "Effective Price" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Corporation under this Section 6(i), into the aggregate consideration received, or deemed to have been received by the Corporation for such issue under this Section 6(i), for such Additional Shares of Common Stock.
- (j) Certificate of Adjustment. In each case of an adjustment or readjustment of the Series A Preferred Stock Conversion Price or the number of shares of Common Stock or other securities issuable upon conversion of the Series A Preferred Stock, if the Series A Preferred Stock is then convertible pursuant to this Section 6, the Corporation, at its expense, shall compute such adjustment or readjustment in accordance with the provisions hereof and prepare a certificate showing such adjustment or readjustment, and shall mail such certificate, by first class mail, postage prepaid, to each registered holder of Series A Preferred Stock at the bolder's address as shown in the Corporation's books. The certificate shall set forth such adjustment or readjustment, showing in detail the facts upon which such adjustment or readjustment is based, including a statement of (i) the consideration received or deemed to be received by the Corporation for any Additional Shares of Common Stock issued or sold or deemed to have been issued or sold, (ii) the Series A Preferred Stock Conversion Price at the time in effect, (iii) the number of Additional Shares of Common Stock and (iv) the type and amount, if any, of other property which at the time would be received upon conversion of the Series A Preferred Stock.
- (k) Notices of Record Date. Upon (i) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, or (ii) any Acquisition (as defined in Section 5(d)) or other capital reorganization of the Corporation, any reclassification or recapitalization of the expital stock of the Corporation, any merger or consolidation of the Corporation with or into any other corporation, or any Asset Transfer (as defined in Section 5(d)), or any voluntary or involuntary dissolution, liquidation or winding up of the Corporation, the Corporation shall mail to each holder of Series A Preferred Stock at least ten (10) days prior to the record date specified therein (or such shorter period approved by a majority of the outstanding Series A Preferred Stock) a notice specifying (A) the date on which any such record is to be taken for the purpose of such dividend or distribution and a description of such dividend or distribution, (B) the date on which any such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up is expected to become effective, and (C) the date, if any, that is to be fixed as to when the holders of record of Common Stock

(or other securities) shall be entitled to exchange their shares of Common Stock (or other securities) for securities or other property deliverable upon such Acquisition, reorganization, reclassification, transfer, consolidation, merger, Asset Transfer, dissolution, liquidation or winding up.

(l) <u>Automatic Conversion</u>.

- (i) Each share of Series A Preferred Stock shall automatically be converted into shares of Common Stock, based on the then-effective Series A Preferred Stock Conversion Price, (A) at any time upon the affirmative election of the holders of at least a majority of the outstanding shares of the Series A Preferred Stock voting together as a single class, or (B) immediately upon the closing of a firmly underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation in which (Y) the per share price is at least \$5.00, as adjusted for any stock dividends, combinations, splits, recapitalizations and the like, and (Z) the gross proceeds to the Corporation are at least \$15,000,000.
- Upon the occurrence of either of the events specified in Section 6(1)(i) above, the outstanding shares of Series A Proferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Coramon Stock issuable upon such conversion unless the certificates evidencing such shares of Series A Preferred Stock are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, atolen or destroyed and executes an agreement satisfactory to the Corporation to indomnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Series A Preferred Stock, the holders of Series A Preferred Stock shall surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Series A Preferred Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of Series A Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred, and all Accruing Dividends will be automatically cancelled.
- (m) <u>Fractional Shares</u>. No fractional shares of Common Stock shall be issued upon conversion of Series A Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Series A Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of any fractional share, the Corporation shall, in lieu of issuing any fractional share, pay cash equal to the product of such fraction multiplied by the Common Stock's fair market value (as determined by the Board) on the date of conversion.
- (n) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock. If at any time the number of authorized but unissued

shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

- (o) Notices. Any notice required by the provisions of this Section 6 shall be in writing and shall be deemed effectively given: (i) upon personal delivery to the party to be notified, (ii) when sent by confirmed electronic mail or facsimile if sent during normal business hours of the recipient; if not, then on the next business day, (iii) five (5) days after having been sent by registered or certified mail, return receipt requested, postage prepaid, or (iv) one (1) day after deposit with a nationally recognized overnight courier, specifying next day delivery, with verification of receipt. All notices shall be addressed to each holder of record at the address of such holder appearing on the books of the Corporation.
- (p) Payment of Taxes. The Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Common Stock upon conversion of shares of Series A Preferred Stock, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Series A Preferred Stock so converted were registered.

7. Reissuance of Series A Preferred Stock.

No share or shares of Series A Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued.

8. Stock Fully Paid.

All shares of Common Stock that may be issued upon conversion of the Scries A Preferred Stock will, upon issuance, be fully paid and nonassessable, and free from all taxes, liens and charges with respect to the issue thereof (other than restrictions under federal and state securities laws).

ARTICLE Y

To the fullest extent permitted by General Corporation Law of the State of Delaware in effect from time to time and to no greater extent, no officer or member of the Board of Directors shall be liable for monetary damages for breach of fiduciary duty in his or her capacity as an officer or director in any action brought by or on behalf of the Corporation or any of its stockholders.

ARTICLE VI

To the fullest extent permitted by law, the Corporation shall indemnify any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was an incorporator or officer or director of the Corporation or any predecessor of the Corporation or serves or served any other enterprise as an officer or director at the request of the Corporation or any predecessor of the Corporation.

ARTICLE VII

The duration of the Corporation shall be perpetual.

ARTICLE VIII

The stockholders of the Corporation shall have no preemptive rights.

ARTICLE IX

The name and mailing address of the Incorporator are as follows:

Greg Petras 11811 North Tatum Boulevard, Suite 3031 Phoenix, Arizona 85028

The powers of the incorporator shall terminate upon the filing of this Certificate of incorporation, and the Corporation shall be managed by a Board of Directors, consisting of no less than one (1) and no more than nine (9) directors, as determined from time to time by a resolution of the Board of Directors in accordance with the Bylaws of the Corporation. The name and address of the person who is to serve as the initial director of the Corporation until the first annual meeting of shareholders or until his successor is elected and qualified is:

Greg Petras 11811 N. Tatum Blvd., Suite 3031 Phoenix, AZ 85028

[Signature Page Follows]

Greg Petrus, Incorporator

QUICK COMMENTS, INC. A Delaware Corporation in Formation

Series A Preferred Stock

Summary of Terms

This term sheet summarizes the principal terms offered by Quick Comments, Inc., a Delaware "C" corporation in formation (the "Company"), for the purchase and sale of Series A Convertible Preferred (the "Stock"). This term sheet is a nonbinding summary, and neither the Company nor any Investor will be bound except by and upon execution and delivery by the Company and such Investor of mutually acceptable definitive documents. This term sheet is qualified in its entirety by the Restated Certificate of Incorporation to be filed by the Company for establishment of the Stock, and an Investor Rights Agreement to be provided by the Company.

GENERAL

Issuer: Quick Comments, Inc., a Delaware corporation in

formation (the "Company")

The Company initially will be a wholly-owned subsidiary

of Involve Technology, Inc. ("Involve)

"Accredited" investors only Investors:

Up to an aggregate of \$750,000 Amount of Financing:

Type of Security: Series A Convertible Preferred Stock (the "Series A

> Preferred"), initially convertible on a 1:1 basis into shares of the Company's Common Stock, subject to adjustment as

described below.

Original Issue Price: The "original issue price" shall be \$.40 per share of Series

> A Preferred (based on a \$2.0 million "all-in" pre-Series A Preferred investment valuation and \$2.75 million post-Series A Preferred investment valuation, assuming a \$750,000 investment), subject to adjustment as described below. All share prices herein are predicated on 5,000,000 shares outstanding on a fully diluted basis, pre-Series A

Preferred investment.

Pro Forma Capitalization 5,000,000 shares of Common Stock—Involve 72.73% (assuming full round) 1,875,000 shares of Series A—Investors 27.27%

> 6.875.000 total shares 100%

Closing Date As soon as the funds become available.

428472

Use of Proceeds

Initially to fund purchase price for Quick Comments assets and then funding of operating needs of the business. See description of Spin-Out Transaction below.

Fees and Expenses

The Company and each Investor will bear its own fees and expenses in connection with this financing, including all attorneys and accounting fees and due diligence expenses.

Spin-Out Transaction

As a condition of closing this Series A financing and immediately prior thereto:

- Involve will form the Company as a brand new wholly-owned subsidiary;
- Involve will sell all right, title and interest in the Quick Comment Business (as described on Schedule A), including the patent and intellectual property rights and other assets described on Schedule A, to the Company, free and clear of any liens or encumbrances, for the following purchase price:
 - An unsecured demand promissory note for \$250,000
 - A 5.5% royalty on Quick Comment gross revenues until such time as an independent third party buys the Company, at which time the royalty obligation goes away (except for royalties accrued prior to the closing of the sale of the Company).
 - Involve will have a distribution or sales agency agreement with the Company under which Involve will have a nonexclusive right to license, develop and distribute products of the Company, until otherwise directed by the Company.

TERMS OF SERIES A PREFERRED STOCK

Dividends:

The holders of Series A Preferred shall be entitled to receive cumulative dividends in preference to any dividends on the Common Stock at the rate of six percent per annum of the original purchase price of the Series A Preferred (the "Series A Original Purchase Price"), commencing the first calendar quarter following the date of Closing, payable only upon liquidation.

Liquidation Preference:

In the event of any liquidation or winding up of the Company the holders of the Series A Preferred shall be entitled to receive in preference to the holders of the Common Stock a per share amount equal to the Series A Original Purchase Price, plus any dividends declared and accrued. but unpaid (the "Series A Liquidation Preference"). Thereafter, any remaining assets shall be distributed ratably to the holders of Common Stock. consolidation or merger where the current security holders of the Company do not control at least 50% of the surviving entity or a sale of all or substantially all of the assets of the Company shall be deemed a liquidation. In the event of a liquidation, the holders of the Series A Preferred shall have the option to receive the Series A Liquidation Preference or to convert their Series A Preferred to Common Stock, and participate in the liquidation as a holder of Common Stock.

Optional Conversion:

At the option of the holders, the Series A Preferred shall be convertible in whole or in part at any time and from time to time into shares of Common Stock. The initial conversion rate shall be 1:1, subject to adjustment as provided below.

Automatic Conversion:

The Series A Preferred shall be automatically converted into Common Stock, at the then applicable conversion price, upon the closing of a firmly underwritten public offering of shares of Common Stock (a "Qualified IPO") at a per share price not less than \$5.00 per share and for a total offering of not less than fifteen million dollars. In addition, the Series A Preferred shall be automatically converted into Common Stock, at the then applicable conversion price, at the election by at least a majority in interest of the Series A Preferred voting together as a single class.

Antidilution Adjustment:

The conversion price of the Series A Preferred shall be subject to a standard broad-based weighted average antidilution adjustment basis in the event that the Company issues additional equity securities ((i) shares of Common Stock issued upon conversion of or as a dividend or distribution on the Preferred, (ii) shares of restricted stock or stock options granted to officers, directors, employees, advisors or consultants as approved by the Company's Board of Directors, (iii) shares of Common Stock subject to outstanding options, warrants or convertible securities as of the date hereof, (iv) the issuance of Common Stock or rights to purchase Common Stock issued in connection with equipment lease financing arrangements, credit agreements, debt financings, or other commercial transactions approved by the Board of Directors, and (v) shares of Common Stock or rights to purchase Common Stock issued for consideration other than cash pursuant to a merger, consolidation, acquisition or similar business combination approved by the Board of Directors) at a purchase price below the then applicable conversion price. The conversion price will also be subject to proportional adjustment dividends, for stock splits, stock recapitalizations and the like.

Voting Rights:

Each share of Series A Preferred shall have a number of votes equal to the number of shares of Common Stock then issuable upon conversion of such shares of Series A Preferred.

Protective Provisions:

Consent of the holders of at least a majority in interest of the Series A Preferred, voting as a single class, shall be required for any action that (i) alters or changes the rights, preferences, or privileges of the Series A Preferred so as to affect them adversely, or (ii) increases or decreases the authorized number of shares of Series A Preferred; provided that no such consent is required for or in connection with the issuance of one or more series of preferred stock that are senior to or on parity with the Series A Preferred.

TERMS OF INVESTOR RIGHTS AGREEMENT:

The holders of Series A Preferred shall become parties to an Investor Rights Agreement, which shall provide, in part, for the following: Company Registration: The Investors (including the holders of the Series A Preferred) shall be entitled to "piggy-back" registration rights on all registrations of the Company or on any demand registrations of any other Investor subject to the right, however, of the Company and its underwriters to reduce the number of shares proposed to be registered pro rata in view of market conditions. If the Investors are so limited, however, no other party may sell shares in such registration other than the Company or the Investors, if any, invoking the demand registration.

No shareholder of the Company shall be granted piggyback registration rights which would reduce the number of shares includable by the holders of the Registrable Securities in such registration without the consent of the holders of at least two-thirds of the Registrable Securities.

S-3 Rights: Investors (including the holders of the Series A Preferred) shall be entitled to demand one registration on Form S-3 per 12 month period so long as such registered offerings are not less than \$500,000, provided that the Company is eligible to use Form S-3.

Expenses: The Company shall bear all registration expenses (exclusive of underwriting discounts and commissions) of all such demands, piggy-backs, and S-3 registrations (including fees and expenses of one special counsel for the selling stockholders).

Transfer of Rights: The registration rights may be transferred only in connection with a transfer of Registrable Securities to (i) any partner or retired partner of any holder which is a partnership, (ii) any family member or trust for the benefit of any individual holder, (iii) any transferee who acquires at least 100,000 outstanding shares of Registrable Securities, and (iv) stockholders of a corporate Investor pursuant to a distribution of its assets; provided the Company is given written notice thereof and provided that the transferee is an "accredited investor".

Lock-Up Provision: If requested by the Company and its underwriters, no Investor will sell its shares for a specified period following the effective date of the Company's initial public offering; provided that all officers, directors, and other 1% shareholders are similarly bound.

Right of First Refusal: Unless waived by holders of 50% of the Series A Preferred, Investors shall have the right in the event the Company proposes to offer New Securities to any person to purchase their pro rata portion of such shares, provided that such right shall terminate upon a Qualified IPO and shall not apply to (i) shares of Common Stock issued upon conversion of or as a dividend or distribution on the Preferred, (ii) shares of restricted stock or stock options granted to officers, directors, employees, advisors or consultants as approved by the Company's Board of Directors, (iii) shares of Common Stock subject to outstanding options, warrants or convertible securities as of the date hereof, (iv) shares of Common Stock or rights to purchase Common Stock issued in connection with equipment lease financing arrangements, agreements, financings or other commercial debt transactions approved by the Board of Directors, or (v) shares of Common Stock or rights to purchase Common Stock issued for consideration other than cash pursuant to a merger, consolidation, acquisition or similar business combination approved by the Board of Directors. Any securities not subscribed for by an eligible Investor may be reallocated among the other eligible Investors.

Schedule A

Quick Comments Overview

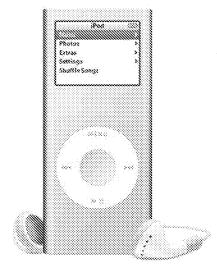
Introducing a more profitable way for companies to gather, communicate and benefit from user feedback. The patented system consists of selecting and rating the relative positives and negatives of key words or phrases on any subject. The system produces an objective consensus of user feedback that improves consumer decision-making, enhances

Morgan Finnegan, a leading intellectual property law firm, concluded that the Quick Comment patent shown in the <u>Disney example</u> is enforceable.

e-commerce applications, marketing programs and customer service systems.

The application will be distributed through established software vendors in the B2B and B2C markets.

For example, if 250 people used Quick Comments to express opinions on the Apple iPod Nano the summary may look like this. The results summary can be displayed in a variety of methods, including a tag cloud, a bar graph or word array.



Summary of "Quick Comments" Large Words are Strengths | Small Words are Weaknesses style reliable quality durable gift colors easy to use music capacity small size sound quality battery life price compatibility freezes up samplage instructions battery charge time warranty

tososas dadadi

Market Feedback

- Consumer Market: "Quick Comments provides an easy-to-use tool to video contributors on our site allowing them to choose attributes important to what they are reviewing and then rate those attributes. Users viewing video content get better and deeper insight into reviewers' opinions. This not only enhances the user experience on our site, but also gives us valuable data to provide improved content discovery, linking and comparison of products, and other initiatives of interest to our business." Bob Perry, Executive Vice President Revenue, LoyalTV.com
- Business Enterprise Market: "Tools such as Quick Comments will add value to content and document management systems because they aid knowledge workers find information which is

best suited for their needs with thanks to input in the form of comments from colleagues." Jonathan B. Spira, CEO and Chief Analyst, <u>Basex</u>, <u>Inc</u>.

Potential Applications

- Engage consumers by inviting feedback on current topics
- Enhance user search relevance and elevate natural search engine ranking by increasing relevant keywords
- Test advertising and marketing campaigns
- Improve sales performance by surveying sales teams about the most successful tactics
- Gather market intelligence about the positives and negatives of key competitors
- Improve customer service by soliciting and prioritizing suggestions from customers
- Profile sales prospects, suppliers and customers

- Enhance access to useful content by gathering employee feedback on usefulness of enterprise content
- Reduce costs by gathering employee feedback on cost-saving ideas
- Enhance products by monitoring real-time feedback about positives and negatives on any subject
- Stimulate word of mouth by gathering and communicating feedback about hot topics
- Support online shoppers by displaying QC summary on mobile devices
- Give shoppers better reviews by offering an alternative to long form comments

Problem

Consumers distrust traditional advertising and marketing tactics and are turning to people like themselves for information about products and services. Companies need to adjust their typical push-out messages and find new ways to engage consumers to elicit feedback. They must learn to listen and respond quickly.

- Consumers In the e-commerce market, consumer ratings and reviews is the number one most sought after content online. Yet most people still wade through unstructured comments to form an opinion before making a buy decision.
- Businesses Marketers and customer service executives need to engage consumers to better understand their needs to build brand loyalty. Quick Comments represents a new approach to engagement by making it easier to gather, to share and measure feedback. In the process, they gain valuable consumer insights, build brand visibility, generate goodwill associated with listening to customers and potentially generate word-of-mouth buzz. Companies like Dell and Intuit received recognition for giving consumers an opportunity to provide free-form opinions. American Express sought consumer opinions for an advertising campaign using traditional comments.
- Knowledge Workers Knowledge workers suffer from information overload. They need to find
 relevant, useful and timely information if they are to stay competitive. Quick Comments will help

businesses gather employee feedback and apply it to make internal knowledge more accessible and useful. Accumulating employee feedback will be especially beneficial to CRM, content, and knowledge management applications.

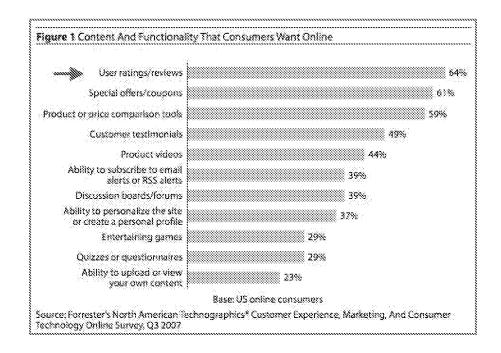
Solution

Quick Comments is a white label application designed to be seamlessly integrated within existing software applications of established software vendors. Quick Comments is a real-time survey module that accumulates user feedback on any subject. It provides an easier way to gather, communicate and understand feedback, making it more valuable to businesses and consumers.

It does not replace existing rating and review applications, but serves as an optional alternative to gather and quantify user feedback. It is ideal to support ecommerce applications on mobile devices.

Quick Comments utilizes a patented system (US Patent #7143089) to enhance the value of user feedback. To add Quick Comments about Disneyland click here..





Market

Four factors are driving this market. First, the importance of consumer ratings and reviews to support buy decisions. Second, marketers must engage and listen to consumers to stay competitive. Third, consumers overloaded with unstructured information need a better way to find and understand the opinions of others. Finally, the distrust of traditional advertising is driving more people online to learn from their peers.

Confidential and Proprietary PATENT
REEL: 023107 FRAME: 0639

Competitive Advantage

The Company's sustainable competitive advantage is based on the patent, the potential to create a portfolio of interlocking patents and the company's distribution strategy. A leading intellectual property law firm, has reviewed the patent for enforceability. They will continue to work with the Company for enforcement and filing additional claims based on the original filing that references prior art dating back to 1999.

Business Model

Quick Comments will be distributed through software, service and media companies that service the B2C and B2B markets. Revenue is derived from annual licensing, end user licensing and on-demand subscription fees.

Assets to be Transferred

Quick Comments patent (US Patent #7) 43089) and related intellectual property, including the following:

Original Filings (re user opinions): "System for Creating and Maintaining a Database of Information Utilizing User Opinions" (Our Docket Number WC01520) and Forth Filing (re user opinions): —"System for Creating and Maintaining a Database of Information Utilizing User Opinions" (this is a straight CONTINUATION of WC01520, not a CIP, i.e., no new matter was added) (Our Docket Number P06726)

Quick Comments business plan

Quick Comments prototype software and related designs (The Web address is http://www.quickcomments.com/example.aspx)

Quick Comments trademark, trade name, url.

PATENT

REEL: 023107 FRAME: 0640

Date of this notice: 07-20-2009

Employer Identification Number:

27-0574893

Form: SS-4

Number of this notice: CP 575 A

QUICK COMMENTS INC TALKBACK CONTENT % GREG PETRAS 6522 N 27TH ST PHOENIX, AZ 85016

For assistance you may call us at: 1-800-829-4933

IF YOU WRITE, ATTACH THE STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 27-0574893. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120 07/20/2009

After our review of your information, we have determined that you have not filed tax returns for the above-mentioned tax period(s) dating as far back as 2009. Please file your return(s) by 08/04/2009. If there is a balance due on the return(s), penalties and interest will continue to accumulate from the due date of the return(s) until it is filed and paid. If you were not in business or did not hire any employees for the tax period(s) in question, please file the return(s) showing you have no liabilities.

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, Accounting Periods and Methods.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, Entity Classification Election. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, Election by a Small Business Corporation.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, Electronic Choices to Pay All Your Federal Taxes and Publication 4248, EFTPS (Brochure). If you need to make a deposit before you receive your Welcome Package, please visit an IRS taxpayer assistance center to obtain a Federal Tax Deposit Coupon, Form 8109-B. To locate the taxpayer assistance center nearest you, visit the IRS Web site at http://www.irs.gov/localcontacts/index.html. Note: You will not be able to obtain Form 8109-B by calling 1-800-829-TAXFORMS (1-800-829-3676).

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub. Thank you for your cooperation.

Keep this part for	your records. CP 575 A (Rev. 7-2007)
Return this part with any correspondence so we may identify your account. Please correct any errors in your name or addres	CP 575 A s.
Your Telephone Number Best Time to Call	DATE OF THIS NOTICE: 07-20-2009 EMPLOYER IDENTIFICATION NUMBER: 27-0574893 FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

QUICK COMMENTS INC TALKBACK CONTENT % GREG PETRAS 6522 N 27TH ST PHOENIX, AZ 85016

BYLAWS OF QUICK COMMENTS, INC.

a Delaware corporation

ARTICLE I OFFICES

SECTION 1. <u>Registered Office</u>. The registered office shall be at 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware. The name of its registered agent at that address is The Corporation Trust Company.

SECTION 2. Other Offices. The Corporation may also have an office or offices at such other place or places, within or without the State of Delaware, as the Board of Directors may from time to time designate.

ARTICLE II STOCKHOLDERS' MEETINGS

SECTION 1. Annual Meetings. The Annual Meeting of Stockholders, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as the Board of Directors shall each year fix.

If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the stockholders as soon thereafter as conveniently may be possible, unless otherwise provided in the Certificate of Incorporation. At such meeting the stockholders may elect the directors and transact other business with the same force and effect as at an annual meeting duly called and held.

SECTION 2. Special Meetings. Special meetings of the stockholders shall be held at the principal office of the Corporation in the State of Delaware, or at such other place within or outside the State of Delaware as may be designated in the notice of said meeting, upon call of the Board of Directors, or of the Chairman of the Board or the President, or of at least ten percent (10%) of the issued and outstanding common stock of the Corporation.

SECTION 3. Notice and Purpose of Meetings. Notice of the purpose or purposes and of the time and place within or outside the State of Delaware of every meeting of stockholders shall be given by the Chairman of the Board or the President or the Vice President or the Secretary or an Assistant Secretary either personally or by mail, facsimile, electronic mail or by any other means of communication, not less than ten (10) days, nor more than sixty (60) days, before the meeting, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be directed to each stockholder at such stockholder's address as it appears on the stock book unless such stockholder shall have filed with the Secretary of the Corporation a written request

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that notices intended for such stockholder be mailed to some other address, in which case it shall be mailed or transmitted to the address designated in such request. Such further notice shall be given as may be required by law. Except as otherwise expressly provided by law, no notice of a meeting of stockholders shall be required to be given to any stockholder who shall attend such meeting in person or by proxy, or who shall, in person or by attorney thereunto authorized, waive such notice in writing or by facsimile, electronic mail or telephone, either before or after such meeting. Except where otherwise required by law, notice of any adjourned meeting of the stockholders of the Corporation shall not be required to be given.

SECTION 4. Quorum. Except as otherwise provided by law, by the Certificate of Incorporation, or as provided below, the presence, in person or by proxy, of the holders of record of shares of the capital stock of the Corporation possessing a majority of the aggregate number of votes to which all outstanding shares of the capital stock of the Corporation are entitled, shall constitute a quorum at all meetings of stockholders. Except as otherwise provided by the Certificate of Incorporation, where a separate vote by a class or classes is required, a majority of the outstanding shares of such class or classes, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter. In the absence of a quorum at any meeting or any adjournment thereof, the holders of shares possessing a majority of the aggregate number of votes present and entitled to be cast at such meeting or adjournment thereof may adjourn such meeting or adjournment from time to time. At any such adjourned meeting at which a quorum is present, subject to compliance with any additional notice required by law, any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 5. Organization. Meetings of the stockholders shall be presided over by the Chairman of the Board, or if the Chairman of the Board is not present, by the President. The Secretary of the Corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, stockholders entitled to cast a majority of the votes present and entitled to be cast at the meeting shall choose any person present to act as secretary of the meeting.

SECTION 6. <u>Voting</u>. Except as otherwise provided in the Bylaws, the Certificate of Incorporation, or in the laws of the State of Delaware, at every meeting of the stockholders, each stockholder of the Corporation entitled to vote at such meeting shall have one (1) vote in person or by proxy for each share of stock having voting rights held by such stockholder and registered in such stockholder's name on the books of the Corporation. Any vote of stock of the Corporation may be given by the stockholder entitled to vote in person or by a proxy authorized (a) by a writing executed by such stockholder (or his duly authorized agent) or (b) in such other manner as is permitted by the General Corporation Law of the State of Delaware, and delivered to the secretary of the meeting. Except as otherwise required by law, by the Certificate of Incorporation or these Bylaws, or in electing directors, all matters coming before any meeting of the stockholders shall be decided by the affirmative vote of stockholders entitled to cast a majority of the number of votes present and entitled to be cast thereat, a quorum being present. At all elections of directors the voting may, but need not, be by ballot.

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SECTION 7. <u>List of Stockholders</u>. A complete list of the stockholders entitled to vote at the ensuing election, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder shall be prepared by the Secretary, or other officer of the Corporation having charge of said stock ledger. Such list shall be open to the examination of any stockholder during ordinary business hours, for a period of at least ten (10) days prior to the election, either at a place within the city, town or village where the election is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where said meeting is to be held, and the list shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any stockholder who may be present.

SECTION 8. Consent of Stockholders. Any action required or permitted to be taken at any meeting of the stockholders of the Corporation may be taken without a meeting without prior notice and without a vote if a consent in writing setting forth the action so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes 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. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

SECTION 9. Remote Communication. For the purposes of these Bylaws, if authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders may, by means of remote communication: (a) participate in a meeting of stockholders and (b) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder; (ii) the Corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

ARTICLE III DIRECTORS

SECTION 1. <u>Management of Corporation</u>. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws required to be exercised or done by the stockholders.

SECTION 2. <u>Number and Election of Directors</u>. The number of directors shall not be less than one (1) nor more than nine (9) and may be changed from time to time by a resolution of the Board of Directors within the limits (if any) prescribed by the Certificate of Incorporation.

Except as provided in Section 3 of this Article III, directors shall be elected by a majority of the votes cast at the Annual Meeting of Stockholders and each director shall be elected to serve for one year and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation, or removal. Any director may resign at any time upon written notice to the Corporation. Directors need not be stockholders.

SECTION 3. <u>Vacancies</u>. Unless otherwise required by law or the Certificate of Incorporation, vacancies arising through death, resignation, removal, an increase in the number of directors, or otherwise may be filled only by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, or until their earlier death, resignation, or removal.

SECTION 4. Quorum. Except as otherwise required by law or the Certificate of Incorporation, at all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting form time to time, without notice other than announcement at the meeting of the time and place of the adjourned meeting, until a quorum shall be present.

SECTION 5. Meetings. Meetings of the Board of Directors shall be held at such place within or outside the State of Delaware as may from time to time be fixed by resolution of the Board of Directors, or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors, and special meetings may be held at any time upon the call of the Chairman of the Board of Directors, the President or any Vice-President or the Secretary or any director by oral, electronic mail, facsimile or written notice delivered or transmitted to each director not less than twenty-four (24) hours before such meeting. A meeting of the Board of Directors may be held without notice immediately after the annual meeting of stockholders. Notice need not be given of regular meetings of the Board of Directors. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing.

SECTION 6. Meetings by Means of Conference Telephone. Unless otherwise provided in the Certificate of Incorporation, members of the Board of Directors of the Corporation, or any committee thereof, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 6 shall constitute presence in person at such meeting.

SECTION 7. <u>Committees</u>. The Board of Directors may, in its discretion, by the affirmative vote of a majority of the whole Board of Directors, appoint committees that shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing them. A majority of any such committee, if the committee be composed of more than

two (2) members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to fill vacancies in, to change the membership of, or to discharge any such committee. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

SECTION 8. <u>Dividends</u>. Subject always to the provisions of the law and the Certificate of Incorporation, the Board of Directors shall have full power to determine whether any, and if any, what part of any, funds legally available for the payment of dividends shall be declared in dividends and paid to stockholders; the division of the whole or any part of such funds of the Corporation shall rest wholly within the lawful discretion of the Board of Directors, and it shall not be required at any time, against such discretion, to divide or pay any part of such funds among or to the stockholders as dividends or otherwise; and the Board of Directors may fix a sum which may be set aside or reserved over and above the capital paid in of the Corporation as working capital for the Corporation or as a reserve for any proper purpose, and from time to time may increase, diminish, and vary the same in its absolute judgment and discretion.

SECTION 9. <u>Informal Action</u>. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or the committee.

SECTION 10. <u>Compensation</u>. The members of the Board of Directors shall not be entitled to fees, salaries, or other compensation for their services except as determined by a majority vote of the Board. The members of the Board of Directors may be reimbursed for their reasonable expenses as such members. Nothing contained herein shall preclude any director from serving the Corporation, or any parent, subsidiary, or affiliated Corporation, as an officer or in any other capacity and receiving proper compensation therefor.

ARTICLE IV OFFICERS

SECTION 1. <u>Election</u>. The Board of Directors, as soon as may be practicable after the annual meeting of stockholders held in each year, shall elect a President, a Secretary and a Treasurer. Further, upon the nomination and recommendation of the President, the Board of Directors may from time to time elect a Chairman of the Board, one or more Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, and such Assistant Secretaries, Assistant Treasurers, Assistant Controllers and other officers, agents, and employees as may be necessary or appropriate. The same person may hold more than one office. If a Chairman of the Board is to be chosen, such Chairman shall be chosen from among the directors.

SECTION 2. <u>Term and Removal</u>. The term of office of all officers shall be until their respective successors are elected and qualified, and any officer may be removed from office, either with or without cause, at any time by the affirmative vote of a majority of the members of the Board of Directors then in office. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Directors.

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SECTION 3. The President; Chairman of the Board - Powers and Duties. The President of the Corporation shall have such powers, authority and duties as ordinarily pertain to such office and shall be responsible for the general supervision and coordination of the affairs and operations of the Corporation. Further, the President shall preside over all meetings of the stockholders and directors of the Corporation, except to the extent the Board of Directors determines otherwise. The President's primary responsibilities shall be to supervise the affairs and operations of the Corporation and to conduct the affairs of the Corporation to achieve such objectives as may be established from time to time by the Board of Directors and to ensure that the activities of the various subsidiaries, divisions and other operating units of the Corporation are properly coordinated. The President shall have final authority over the affairs, operations and budgets of such subsidiaries, divisions and other operating units, and shall keep the Board of Directors advised. The President shall sign or countersign certificates, contracts, and other instruments of the Corporation as authorized by the Board of Directors, and shall perform all of the duties and enjoy all the powers which are delegated to the President by the Board of Directors, except in all instances as the President may delegate such authority and such duties to other officers of the Corporation. In the event the Board of Directors elects a Chairman of the Board of Directors who is not also the President, the Chairman of the Board shall have all the powers of the President in the President's absence or inability to act and such other powers as the Board of Directors shall designate.

SECTION 4. <u>Vice Presidents - Powers and Duties</u>. Each Vice President shall have such powers and discharge such duties as may be assigned to such vice presidents from time to time by the President or by the Board of Directors upon recommendation of the President. One or more Executive Vice Presidents and/or Senior Vice Presidents may be appointed.

SECTION 5. Secretary - Powers and Duties. The Secretary shall issue notices for all meetings except that notice for special meetings of directors called at the request of a majority of the directors may be issued by such directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate minute books, and shall make such reports and perform such other duties as are incident to the Secretary's office, or are properly required of the Secretary by the Board of Directors.

SECTION 6. <u>Assistant Secretaries - Powers and Duties</u>. The Assistant Secretaries in order of their seniority shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties as the Board of Directors shall prescribe.

SECTION 7. Treasurer - Powers and Duties. The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of the Treasurer, an account of all the Treasurer's transactions and of the financial condition of the Corporation. The Treasurer shall perform all duties incident to such office or that are properly required of the Treasurer by the Board of Directors.

SECTION 8. <u>Assistant Treasurers - Powers and Duties</u>. The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

SECTION 9. <u>Voting Corporation's Securities</u>. Unless otherwise ordered by the Board of Directors, the President, or in the event of the President's inability to act (or in the event the President so designates), such officer as may be designated by the Board of Directors to act in the absence thereof (or as may be designated by the President), shall have full power and authority on behalf of the Corporation to attend and to act and to vote (whether in person or by proxy) at any meetings of security holders of corporations in which the Corporation may hold securities, and at such meetings shall possess and may exercise (whether in person or by proxy) any and all rights and powers incident to the ownership of such securities, which as the owner thereof the Corporation might have possessed and exercised, if present. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

SECTION 10. <u>Divisional Officers</u>. The Board of Directors may from time to time establish and abolish one or more operating divisions of the Corporation. The Board of Directors may assign one of the Vice Presidents of the Corporation to any such division who shall, subject to the direction of the Board of Directors and the President, supervise and control the business of such division and all officers, agents, and employees of the Corporation whose principal duties are in connection with the business of such division. The Vice President so assigned to any such division may be appointed as the President of such division in connection with the operation of its business. The Board of Directors may also appoint one or more Vice Presidents, a Secretary, a Treasurer, and one or more Assistant Treasurers or Secretaries of any such division, who shall hold their offices for such terms and exercise such powers and perform such duties as shall be determined by the Board or by the President of such division. Persons so appointed by the Board of Directors as Vice President, Treasurer, Secretary, Assistant Treasurer, or Assistant Secretary of a division need not also be officers of the Corporation.

ARTICLE V CERTIFICATES OF STOCK

SECTION 1. <u>Form and Transfers</u>. The interest of each stockholder of the Corporation shall be evidenced by certificates for shares of stock, certifying the number of shares represented thereby and in such form not inconsistent with the Certificate of Incorporation as the Board of Directors may from time to time prescribe.

Transfers of shares of the capital stock of the Corporation shall be made only on the books of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, or with a transfer clerk or a transfer agent appointed as in Section 3 of this Article provided, and on surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes thereon. The person in whose name shares of stock stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation;

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provided that whenever any transfer of shares shall be made for collateral security, and not absolutely, such fact, if known to the Secretary of the Corporation, shall be so expressed in the entry of transfer. The Board may, from time to time, make such additional rules and regulations as it may deem expedient, not inconsistent with these Bylaws, concerning the issue, transfer, and registration of certificates for shares of the capital stock of the Corporation.

The certificates of stock shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and may be sealed with the seal of the Corporation. Such seal may be a facsimile, engraved or printed. If such certificate is countersigned (a) by a transfer agent or transfer clerk other than the Corporation or its employee, or, (b) by a registrar other than the Corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent, transfer clerk or registrar who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer, transfer agent, transfer clerk or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer, transfer agent, transfer clerk or registrar at the date of its issue.

SECTION 2. Lost, Stolen, Destroyed, or Mutilated Certificate. No certificate for shares of stock in the Corporation shall be issued in place of any certificate alleged to have been lost, destroyed, or stolen, except on production of such evidence of such loss, destruction, or theft and on delivery to the Corporation, if the Board of Directors shall so require, of a bond of indemnity in such amount (not exceeding twice the value of the shares represented by such certificate), upon such terms and secured by such surety as the Board of Directors may in its discretion require.

SECTION 3. <u>Transfer Agent and Registrar</u>. The Board of Directors may appoint one or more transfer clerks or one or more transfer agents and one or more registrars, and may require all certificates of stock to bear the signature or signatures of any of them.

ARTICLE VI FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year and shall end on the thirty-first day of December next following, unless otherwise determined by the Board of Directors.

ARTICLE VII CORPORATE SEAL

A corporate seal shall not be requisite to the validity of any contract, instrument or document executed by or on behalf of the Corporation. The corporate seal, if any, shall have inscribed thereon the name of the Corporation, and the year of its organization. The seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.

ARTICLE VIII INDEMNIFICATION

SECTION 1. Power to Indemnify in Actions, Suits or Proceedings other than those by or in the Right of the Corporation. Subject to Section 3 of this Article VIII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director or officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

SECTION 2. Power to Indemnify in Actions, Suits, or Proceedings by or in the Right of the Corporation. Subject to Section 3 of this Article VIII, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

SECTION 3. <u>Authorization of Indemnification</u>. Any indemnification under this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article VIII, as the case may be. Such determination shall be made by (a) a majority vote of the directors who are not parties to such action, suit, or proceeding,

even though less than a quorum, or (b) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (c) by the stockholders. To the extent, however, that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding described above, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, without the necessity of authorization in the specific case.

SECTION 4. Good Faith Defined. For purposes of any determination under Section 3 of this Article VIII, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe such person's conduct was unlawful, if such person's action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to such person by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The term "another enterprise" as used in this Section 4 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee, or agent. The provisions of this Section 4 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 1 or 2 of this Article VIII, as the case may be.

SECTION 5. <u>Indemnification by a Court.</u> Notwithstanding any contrary determination in the specific case under Section 3 of this Article VIII, and notwithstanding the absence of any determination thereunder, any director or officer may apply to the Court of Chancery in the State of Delaware for indemnification to the extent otherwise permissible under Sections 1 and 2 of this Article VIII. The basis of such indemnification by a court shall be a determination by such court that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 1 or 2 of this Article VIII, as the case may be. Neither a contrary determination in the specific case under Section 3 of this Article VIII nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director or officer seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 5 shall be given to the Corporation promptly upon the filing of such application. If successful, in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

SECTION 6. Expenses Payable in Advance. Expenses incurred by a director or officer in defending any civil, criminal, administrative, or investigative action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

SECTION 7. Nonexclusivity of Indemnification and Advancement of Expenses. The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Certificate of Incorporation, any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in Sections 1 and 2 of this Article VIII shall be made to the fullest extent permitted by law. The provisions of this Article VIII shall not be deemed to preclude the indemnification of any person who is not specified in Section 1 or 2 of this Article VIII but whom the Corporation has the power or obligation to indemnify under the provisions of the General Corporation Law of the State of Delaware, or otherwise.

SECTION 8. <u>Insurance</u>. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability under the provisions of this Article VIII.

SECTION 9. Certain Definitions. For purposes of this Article VIII, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation. or is or was a director or officer of such constituent corporation serving at the request of such constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued. For purposes of this Article VIII, references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee, or agent of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VIII.

SECTION 10. <u>Survival of Indemnification and Advancement of Expenses</u>. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall, unless otherwise provided when authorized or ratified, continue as to a person who

has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 11. <u>Limitation on Indemnification</u>. Notwithstanding anything contained in this Article VIII to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section 5 hereof), the Corporation shall not be obligated to indemnify any director or officer in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation.

SECTION 12. Indemnification of Employees and Agents. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article VIII to directors and officers of the Corporation.

ARTICLE IX **AMENDMENTS**

Except as otherwise provided in the Certificate of Incorporation, the Bylaws of the Corporation shall be subject to alteration, amendment, or repeal, and new Bylaws not inconsistent with any provision of the Certificate of Incorporation or law, may be made, either by the affirmative vote of the stockholders entitled to cast a majority of the number of votes present and entitled to be cast at any annual or special meeting of the stockholders, a quorum being present, or by the affirmative vote of a majority of the whole Board, given at any regular or special meeting of the Board, provided that notice of the proposal so to make, alter, amend, or repeal such Bylaws be included in the notice of such meeting of the Board or the stockholders, as the case may be. Bylaws made, altered, or amended by the Board may be altered, amended, or repealed by the affirmative vote of stockholders entitled to cast a majority of the number of votes present and entitled to be cast at any annual or special meeting thereof. These Bylaws may not be altered, amended, or repealed, in whole or in part, or new Bylaws may not be adopted which contravene or attempt to contravene or avoid the provisions of the Certificate of Incorporation.

Adopted as of 11 / 2, 2008. Confirmed as to adoption.

RECORDED: 08/18/2009