

**Attachment A**  
**Articles of Incorporation**

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

## **CERTIFICATE OF AMENDMENT NAME CHANGE**

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

**ACCESS INTEGRATED NETWORKS, INC.**

**a Domestic Profit Corporation**

has filed articles/certificate of amendment in the Office of the Secretary of State on **09/04/2008** changing its name to

**BIRCH COMMUNICATIONS, INC.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on September 4, 2008



**Karen C Handel**  
Secretary of State



Karen Handel  
Secretary Of State

Office Of The Secretary Of State  
Corporations Division

Articles Of Amendment  
Of  
Articles Of Incorporation

2008-SEP -4 AM 11:38  
SECRETARY OF STATE  
CORPORATIONS DIVISION

**Article One**

The Name Of The Corporation Is:

Access Integrated Networks, Inc.

**Article Two**

The Corporation Hereby Adopts The Following Amendment To Change The Name Of The Corporation.  
The New Name Of The Corporation Is:

Birch Communications, Inc.

**Article Three**

The Amendment Was Duly Adopted By The Following Method (choose one box only):

- The amendment was adopted by the incorporators prior to the issuance of shares.  
 The amendment was adopted by a sufficient vote of the shareholders.  
 The amendment was adopted by the board of directors without shareholder action as shareholder action was not required.

**Article Four**

The Date Of The Adoption Of The Amendment Was:

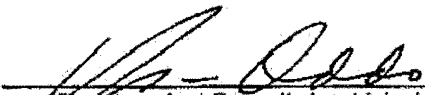
August 10, 2008

**Article Five**

The Undersigned Does Hereby Certify That A Notice To Publish The Filing Of Articles Of Amendment To Change The Corporation's Name Along With The Publication Fee Of \$40.00 Has Been Forwarded To The Legal Organ Of The County Of The Registered Office As Required By O.C.G.A. §14-2-1006.1

IN WITNESS WHEREOF, the undersigned has executed these Articles Of Amendment

On September 4, 2008  
(Date)

  
(Signature And Capacity in which signing)  
Vincent M. Oddo  
President and CEO

CD 100

State of Georgia  
Expedite Name Change 1 Page(s)



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K616805  
51640266

**CERTIFICATE OF MERGER  
OF  
ACCESS MERGER CO. 534249  
WITH AND INTO  
ACCESS INTEGRATED NETWORKS, INC.**

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Pursuant to Section 14-2-1105  
of the Georgia Business Corporation Code  
("GBCC")

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ACCESS Integrated Networks, Inc., a Georgia corporation, does hereby certify the following facts relating to the merger of Access Merger Co., a Georgia corporation (the "Merging Corporation"), with and into ACCESS Integrated Networks, Inc. (the "Merger"):

FIRST: The name and state of incorporation of each of the corporations that is a party to the Merger (the "Constituent Corporations") is as follows:

<u>Name</u>	<u>State</u>
ACCESS Integrated Networks, Inc.	Georgia
Access Merger Co.	Georgia

SECOND: The Corporation surviving the Merger is ACCESS Integrated Networks, Inc. (the "Surviving Corporation"), which will continue its existence as said Surviving Corporation under the name of "ACCESS Integrated Networks, Inc."

THIRD: The Articles of Incorporation of Access Merger Co. before the merger shall be the Articles of Incorporation of the Surviving Corporation after the merger except that such Articles of Incorporation are hereby amended as follows:

A. By striking Article I thereof in its entirety and by substituting in lieu thereof the following article:

"I: The name of the Corporation is ACCESS Integrated Networks, Inc."

B. By striking the first sentence of Article II thereof in its entirety and by substituting in lieu thereof the following sentence:

"The Corporation shall have the authority to issue not more than five million (5,000,000) shares of stock, to be designated as Common Stock, with a par value of \$.01 per share."

ATI-2169426v1

FOURTH: An executed copy of the Agreement and Plan of Merger is on file at the principal executive offices of the Surviving Corporation, located at 4885 Riverside Drive, Macon, Georgia 31210.

FIFTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of the Surviving Corporation or the Merging Corporation.

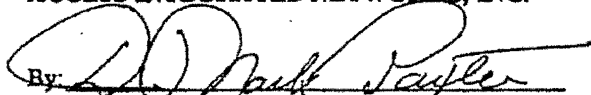
SIXTH: The Merger was duly approved by the shareholders of each of the Surviving Corporation and the Merging Corporation.

SEVENTH: A request for publication of a notice of filing of this Certificate of Merger and payment therefor will be made as required by Section 14-2-1105.1(b) of the GBCC.

EIGHTH: This merger shall become effective as of 11:59 P.M., Macon, Georgia time, on June 3, 2005.

IN WITNESS WHEREOF, ACCESS Integrated Networks, Inc. has caused this certificate to be signed by its duly authorized officer as of the 3rd day of June, 2005.

ACCESS INTEGRATED NETWORKS, INC.

By:   
D. Mark Baxter  
Secretary

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SECRETARY OF STATE

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0534249  
EFFECTIVE DATE: 05/11/2005  
JURISDICTION : GEORGIA  
REFERENCE : 0070  
PRINT DATE : 05/18/2005  
FORM NUMBER : 311

JOHN E. ZAMER  
1420 PEACHTREE ST., NE  
SUITE 800  
ATLANTA, GA 303093053

**CERTIFICATE OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**ACCESS MERGER CO.**  
**A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read 'Cathy Cox' in a cursive style.

Cathy Cox  
Secretary of State



CATHY COX  
Secretary of State

OFFICE OF SECRETARY OF STATE  
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

Registered agent, officer, entity status information via the Internet  
<http://www.georgiacorporations.org>

WARREN RARY  
Director

ENRICO M. ROBINSON  
Assistant Director

TRANSMITTAL INFORMATION  
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	P 10109467		CONTROL #
DOCKET CODE	DATE FILED	AMOUNT RECEIVED	CHECK/ RECEIPT #	
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE		

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. OSI 311282  
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Access Merger Co.  
Corporate Name (List exactly as it appears in articles)

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2. John E. Zamer (404) 581-8266  
Name of person filing articles (certificate will be mailed to this person, at address below) Telephone Number

1420 Peachtree Street, N.E., Suite 800  
Address

Atlanta, Georgia 30309-3053  
City State Zip Code

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3. Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

[Signature] May 11, 2005  
Authorized signature of person filing documents Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>

**ARTICLES OF INCORPORATION**

**OF**

**ACCESS MERGER CO.**

**I**

The name of the Corporation is:

Access Merger Co.

**II**

The Corporation shall have authority to issue not more than one thousand (1,000) shares of stock, to be designated as Common Stock, with a par value of \$.01 per share. The Common Stock shall have all voting rights under the Georgia Business Corporation Code, and shall be entitled to receive the net assets of the Corporation upon dissolution.

**III**

The Corporation's initial registered office shall be in Fulton County. The street address of the Corporation's initial registered office and the name of its registered agent at that office are:

Holcombe T. Green, Jr  
4295 Club Drive, N.E.  
Atlanta, Georgia 30319

**IV**

The name and address of the Incorporator are:

Holcombe T. Green, Jr.  
4295 Club Drive, N.E.  
Atlanta, Georgia 30319

**V**

The mailing address of the initial principal office of the Corporation is:

4295 Club Drive, N.E.  
Atlanta, Georgia 30319



## VI

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Georgia Business Corporation Code as currently in effect or as the same may be hereafter amended. No amendment, modification or repeal of this Article shall adversely affect any right or protection of a director that exists at the time of such amendment, modification, or repeal.

## VII

Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the fullest extent permitted by the Georgia Business Corporation Code or any other applicable laws as presently or hereafter in effect. No amendment, modification or repeal of this Article shall adversely affect any right or protection of a director, officer, employee or agent that exists at the time of such amendment, modification or repea

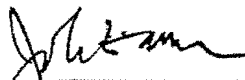
## VIII

Any issued and outstanding shares of stock of the Corporation which are repurchased by the Corporation shall become treasury shares which shall be held in treasury by the Corporation until resold or retired and cancelled in the discretion of the Board of Directors. Any treasury shares which are retired and cancelled shall constitute authorized but unissued shares.

## IX

Any action required or permitted to be taken at a shareholders meeting may be taken without a meeting if the action is taken by one or more written consents by persons who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers in the case of voting groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted.

IN WITNESS WHEREOF, the Incorporator executes these Articles of Incorporation as of the 11th day of May, 2005.

  
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John E. Zamer,  
Attorney for the Incorporator