

ARTICLE II

The purpose of the corporation as amended is to engage in the following business activities:

This corporation is organized and operated exclusively for one or more of the following purposes: Charitable, Religious, Scientific and/or Educational, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code. The specific purpose of the organization is to educate and enrich the lives of the general public in all areas of pop culture, anime, games, science and technology and any related subjects using media, literature, artwork, films, theater, radio, television, sound and video recordings, computer software and all other media existing now or in the future

ARTICLE IV

As amended, other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its directors or members, or of any class of members are as follows:

1. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. Meetings of members, if any, are authorized to take place anywhere within the United States.

4. The directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law the articles of organization, or the by-laws require action by the members

5. No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law;

- a. for any breach of the directors duty of loyalty to the corporation or its stockholders;
- b. for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; and
- c. for any transaction from which the director derived an improper personal benefit.

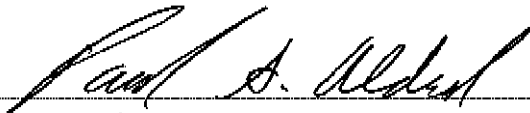
This provision shall not eliminate the liability of a director for any act or omission occurring prior to the date upon which this provision becomes effective. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date

Later effective date: _____

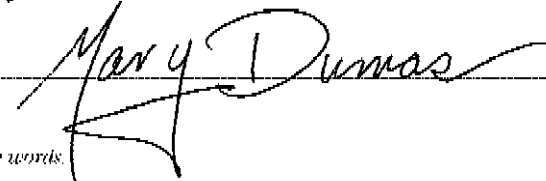
SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of _____, 20 09

Paul S. Aldred



*President / *Vice President.

Mary Dumas

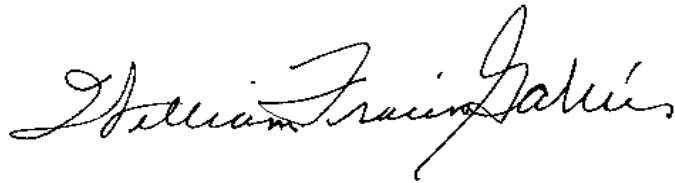


*Clerk / *Assistant Clerk

**Delete the inapplicable words.*

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth