

SIMPLY SPEAKING, INC. 9004928

**Secretary of State**  
**Business Services and Regulation**

Suite 306, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334

CHARTER NUMBER : 9004928 DP  
DATE INCORPORATED: MARCH 09, 1990  
COUNTY : FULTON  
EXAMINER : TRISH MCALISTER  
TELEPHONE : 404-656-2817

9

MAILED TO:

ADAM R. GASLOWITZ  
84 P'TREE ST., S-400  
ATLANTA GA 30303

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS  
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE  
SEAL OF MY OFFICE, THAT

-----  
"LOOK WHO'S TALKING, INC."  
-----

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA  
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-  
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES  
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A  
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA  
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: MARCH 15, 1990



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*H. Wayne Howell*

H. WAYNE HOWELL  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

-CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta

ARTICLES OF INCORPORATION  
OF  
LOOK WHO'S TALKING, INC.

ARTICLE I

The name of the Corporation is: "LOOK WHO'S TALKING, INC."

ARTICLE II

The Corporation is a Statutory Close Corporation as authorized by the Georgia Business Corporation Code.

ARTICLE III

The Corporation shall have authority to issue not more than ten thousand (10,000) shares of common stock.

ARTICLE IV

Shareholders of the Corporation shall not have the preemptive rights set forth in the Georgia Business Corporation Code.

ARTICLE V

Any action required by law or by the articles of incorporation or bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation and any action which may be taken at a meeting of the shareholders may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted, provided that action by less than unanimous written consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting. No such written consent shall be effective unless the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders, or unless the consent includes an express waiver of the right to receive the material. Notice of such action without a meeting by less

than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

ARTICLE VI

The initial registered office of the Corporation shall be at 84 Peachtree Street, N.W., Suite 400, Atlanta, Georgia, 30303. The initial registered agent for the Corporation at such address shall be Adam R. Gaslowitz.

ARTICLE VII

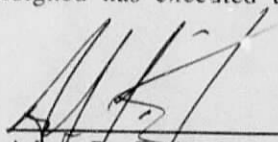
The Corporation elects to have no Board of Directors.

ARTICLE VIII

The name and address of the incorporator is:

David Greenberg  
82 Roswell Court, N.E.  
Atlanta, GA 30305

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

  
\_\_\_\_\_  
Adam R. Gaslowitz, Attorney for  
Incorporator

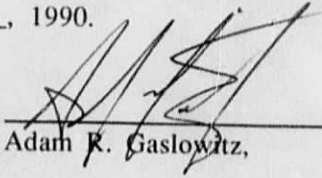
84 Peachtree Street, N.W.  
Suite 400  
Atlanta, Georgia, 30303  
(404) 688-4100

SECRETARY OF STATE  
MAY 9 9 17 AM '90  
BSN (3)

Consent to Appointment as Registered Agent  
For  
LOOK WHO'S TALKING, INC.

I, Adam R. Gaslowitz, do hereby consent to serve as registered agent  
for LOOK WHO'S TALKING, INC.

This 20 day of February, 1990.

  
Adam R. Gaslowitz,

84 Peachtree Street, N.W.  
Suite 400  
Atlanta, GA, 30303  
(404) 688-4100

Secretary of State  
Business Services and Regulation

Suite 306, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334

FORM NUMBER : NR  
CERTIFICATE DATE : 01/16/90  
DOCKET NUMBER : 90012339  
EXAMINER : STACY GILLEY  
TELEPHONE : 404-656-3173

REQUESTED BY:

DAVID GREENBERG  
82 ROSWELL COURT NE  
ATLANTA GA 30305

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

-----  
"LOOK WHO'S TALKING, INC."  
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THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS (7D OR 7F), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.

*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*H. Wayne Howell*

H. WAYNE HOWELL  
DEPUTY SECRETARY OF STATE



SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta

98 013 304 0004

SSDL SYSDATE 03/09/90

\*\*\* DOCKET \*\*\*

DOCKET#	CORPORATION NAME	TYPE	DISP
90068621	LOOK WHO'S TALKING, INC.	DP	88
##	Inv/Rec Amount : \$ 60.00	Cntr-trans	I/R R

BILL-TO INFORMATION :

Name: DAVID GREENBERG

Addr: 82 ROSWELL CT., NE

City: ATLANTA

State: GA Zip: 30305

COMMENT:

COMMAND: ENTER (C)ontinue (S)top (I)nvoice/receipt processor

MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ? (Y/N) N

Secretary of State  
Business Services and Regulation

Suite 306, West Tower

2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334

FORM NUMBER : NR  
CERTIFICATE DATE : 01/16/90  
DOCKET NUMBER : 90012339  
EXAMINER : STACY GILLEY  
TELEPHONE : 404-656-3173

REQUESTED BY:

DAVID GREENBERG  
82 ROSWELL COURT NE  
ATLANTA GA 30305

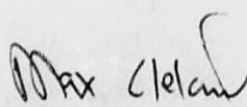
NAME RESERVATION CERTIFICATE

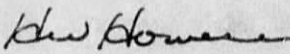
THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

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"LOOK WHO'S TALKING, INC."  
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NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.

  
MAX CLELAND  
SECRETARY OF STATE

  
H. WAYNE HOWELL  
DEPUTY SECRETARY OF STATE



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Outside Metro-Atlanta



Secretary of State

Business Services and Regulation

#2 Martin Luther King, Jr. Dr., S.E.

Suite 315, West Tower

Atlanta, Georgia 30334

Max Cleland  
SECRETARY OF STATE

H. Wayne Howell  
DEPUTY  
SECRETARY OF STATE

James F. Gullion

DIRECTOR  
(404) 556-6478

NOTICE

NAME: <i>Look Who's Talking, Inc.</i>	NUMB: <i>9004928</i>
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The articles of incorporation of the corporation listed above did not clearly designate the mailing address of the initial principal office of the corporation. The new Georgia Business Corporation Code, in O.C.G.A. §14-2-202(5), requires that the articles of incorporation must set forth the mailing address of the initial principal office of the corporation.

Under O.C.G.A. §14-2-125(d), the Secretary of State's duty to file documents is ministerial only. Pursuant to O.C.G.A. §14-2-130, the Secretary of State has recorded the mailing address of the initial principal office of the corporation as that address:

✓  
indicated as the corporate mailing address listed on line II of Form A100; or

—  
included within the articles of incorporation as the street address of the initial registered office of the corporation.

This notice has been filed as part of the articles of incorporation. This address indicated above will be used by the Secretary of State for the mailing of annual registration forms and will be part of the public corporation information database.

It is the responsibility of the corporation to maintain a current and active mailing address on file with the Secretary of State. If the mailing address as recorded does not accurately reflect the mailing address of the initial principal office of the corporation, you must notify the Secretary of State in writing of the correct mailing address within ten days of receipt of this notice. Please include the corporate name and charter number in any communication.



MAX CLELAND  
Secretary of State  
State of Georgia

- BUSINESS SERVICES AND REGULATION  
Suite 315, West Tower  
2 Martin Luther King Jr., Drive  
Atlanta, Georgia 30334  
(404) 656-2817

A100

Eff. 7/1/89  
J. F. GULLION  
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM  
FOR GEORGIA CORPORATIONS

I. Filing Date: 3-9-90 Code: DP Docket Number: \_\_\_\_\_  
Assigned Exam: \_\_\_\_\_ Amount: \$ \_\_\_\_\_ By: \_\_\_\_\_  
Charter Number: 9004928 Completed: JM

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

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

II. Corporate Name: Look Who's Talking, Inc.  
Mailing Address: 82 Roswell Ct., N.E.  
City: Atlanta County: Fulton State: GA Zip Code: 30305

III. Fees Submitted By: Adam Gaslowitz  
Amount Enclosed: \$ 60.00 Check Number: 972

IV. Incorporator: David Greenberg  
Address: \_\_\_\_\_  
City: Atlanta State: GA Zip Code: 30305

V. Registered Agent/Office: Adam R. Gaslowitz  
Address: \_\_\_\_\_  
City: Atlanta County: Fulton State: GA Zip Code: 30303

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST

	Applicant	Examiner
1. Original and one conformed copy of Articles of Incorporation	X	
2. Corporate name verification number	X	
3. Authorized shares stated	X	
4. Incorporator's signature	X	
5. Post effective date, if applicable		
6. Number of pages attached:	6	

VII. Applicant/Attorney: Adam R. Gaslowitz Telephone: 688-4100  
Address: \_\_\_\_\_  
City: Atlanta State: GA Zip Code: 30303

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: [Signature] Date: 2/21/90

**Secretary of State**  
**Business Services and Regulation**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 921060539  
CONTROL NUMBER: 9004928  
EFFECTIVE DATE: 04/06/1992  
REFERENCE : 0010  
PRINT DATE : 04/15/1992  
FORM NUMBER : 611

ADAM R. GASLOWITZ  
3475 LENOX RD., STE. 900  
ATLANTA GA 30326

**CERTIFICATE OF NAME CHANGE AMENDMENT**

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**LOOK WHO'S TALKING, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the office of the Secretary of State changing its name to

**SIMPLY SPEAKING, 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 of amendment.

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



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

921060539

**ARTICLES OF AMENDMENT OF  
LOOK WHO'S TALKING, INC.**

I.

The name of the corporation is "LOOK WHO'S TALKING, INC."

II.

The Articles of Incorporation, filed in the office of the Secretary of State in 1990, are hereby amended by deleting the Title and Article I in their entirety and substituting in lieu thereof, the following:

**AMENDED ARTICLES OF INCORPORATION OF  
SIMPLY SPEAKING, INC.**

**ARTICLE I**

The name of the Corporation is: "SIMPLY SPEAKING, INC."

and by deleting Article VI in its entirety and substituting in lieu thereof, the following:

**ARTICLE VI**

The registered office of the Corporation shall be at 3475 Lenox Road, Suite 900, Atlanta, Georgia, 30326. The registered agent for the Corporation at such address shall be Adam R. Gaslowitz, Esq.

III.

The shareholder vote required to adopt such amendment is a majority vote. Such Amended Articles of Incorporation were adopted by the Unanimous written consent of the shareholders of LOOK WHO'S TALKING, INC. on March 30, 1992.

IV.

These Articles of Amendment shall become effective on their delivery to the Secretary of State of Georgia.

Dated the 30th day of March, 1992.

**LOOK WHO'S TALKING, INC.**

By: David Greenberg  
David Greenberg, President

Attest: Mark C. Harms  
Secretary

(CORPORATE SEAL)

SECRETARY OF STATE  
Mar 6 2 45 PM '92

**Adam R. Gaslowitz**

ATTORNEY AT LAW

Suite 900, 3475 Lenox Road  
Atlanta, Georgia 30326

(404) 233-0060

Facsimile

(404) 261-1925

March 30, 1992

Secretary of State  
Business Services and Regulation  
Two MLK Drive, S.E.  
West Tower, Suite 315  
Atlanta, GA 30334

Re: Articles of Amendment of LOOK WHO'S TALKING, INC.

Dear Sir/Madam:

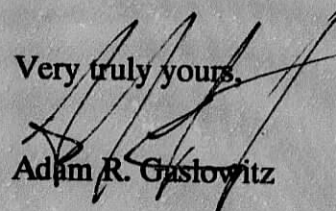
On behalf of LOOK WHO'S TALKING, INC. and in accordance with the Georgia Corporation Code, enclosed please find the following:

1. The original Articles of Amendment of LOOK WHO'S TALKING, INC. with one conformed copy of said articles;
2. Corporate name certificate;
3. A check in the amount of twenty dollars (\$20.00) made payable to the Secretary of State.

We request that you process the above items and issue a Certificate of Amendment for the above-referenced corporation. We would appreciate it if you could attach the certificate to a stamped conformed copy of the Articles of Amendment and return them to me.

This letter shall serve as my certification that a notice of intent to amend articles of incorporation and a publishing fee of forty dollars (\$40.00) has been mailed to an authorized newspaper as required by law.

Very truly yours,

  
Adam R. Gaslowitz

ARG/jm  
Enclosures

cc: Mr. David Greenberg

**UNANIMOUS WRITTEN CONSENT OF  
THE SHAREHOLDERS OF  
LOOK WHO'S TALKING, INC.**

The undersigned, being the sole Shareholder of **LOOK WHO'S TALKING, INC.**, (the "Corporation"), by affixing his signature hereto, does hereby consent to and adopt the following resolutions, in lieu of holding a special meeting of the Shareholders, and does hereby direct that this written consent be filed with the minutes of the proceedings of the Corporation's Shareholders:

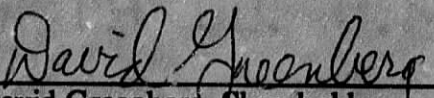
**RESOLVED**, that the Articles of Incorporation be amended by deleting Articles I and VI and substituting in lieu thereof, the paragraphs described in the Articles of Amendment in substantially the form attached hereto; and

**FURTHER RESOLVED**, that the Shareholders elect following persons to serve as officers of the Corporation, to serve until the next annual meeting of the Shareholders or until their respective successors shall be elected and qualified:

President	-	<b>DAVID GREENBERG</b>
Secretary	-	<b>MARK HARMS</b>
Treasurer	-	<b>DAVID GREENBERG</b>

**FURTHER RESOLVED**, that the officers of the Corporation are authorized and directed to take any and all actions, and execute any and all documents and instruments necessary appropriate and proper in order to cause Articles of Amendment to be filed with the Secretary of State's office and to take all other actions necessary to effect such changes to the Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned sole Shareholder has signed these minutes this 30th day of March, 1992.

  
\_\_\_\_\_  
David Greenberg, Shareholder