

CERTIFICATE OF INCORPORATION

OF

AAF ASSOCIATION, INC.

FIRST. The name of the corporation is AAF ASSOCIATION, INC. (the "Corporation").

SECOND. The registered office of the Corporation in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The primary purpose of the Corporation is to promote the development and adoption of open, accessible standards and specifications relating to the Advanced Authoring Format ("AAF") file interchange format, including, initially, the Advanced Authoring Format (collectively, the "Specifications"); to promote such Specifications and solutions worldwide; to provide for testing and conformity assessment of implementations in order to ensure compliance with the Specifications; to create and own distinctive trademarks; if advisable, to operate a branding program based upon distinctive trademarks to create high customer awareness of, demand for, and confidence in products designed in compliance with Specifications; and to undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

Notwithstanding the foregoing, if the Board of Directors elects to seek and obtains an exemption from Federal taxation for the Corporation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"), and until such time, if ever, as such exemption is denied or lost, the Corporation shall not be empowered to knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) of the Code.

FOURTH. Except as provided in this Section, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, members of its Board of Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth, but only in a manner permitted by its tax exempt status at such times as the Corporation shall be so qualified.

FIFTH. The Board of Directors of the Corporation shall be, and shall (except as provided below) possess all of the powers of, the "Governing Body" of the Corporation as a not-for-profit membership corporation under Delaware General Corporation Law. The number of members of the Governing Body who shall be present or represented by proxy at any meeting of the Governing Body in order to constitute a quorum for, and the votes that shall be necessary for, the transaction of any business shall be as stated in the by-laws of the Corporation, as from time to time amended.

SIXTH. In the event of the liquidation, dissolution or winding up of the affairs of the

Corporation (whether voluntary or by operation of law), the Board of Directors will, after paying or making any provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation as it sees fit, consistently with the contractual obligations of the Corporation. Notwithstanding the foregoing, if the Corporation is exempt from Federal taxation pursuant to Section 501(a) of the Code at the time of any such liquidation, dissolution or winding up of the affairs of the Corporation, then the Board of Directors shall make such distribution in a manner which the Board of Directors believes is consistent with such tax exempt status and the requirements of Section 501(c)(6) of the Code and any related regulations.

SEVENTH. The Corporation shall be a membership corporation and shall not have the authority to issue capital stock. The conditions of membership in the Corporation shall be as stated in the by-laws of the Corporation, as from time to time amended.

EIGHTH. All voting power of the Members of the Corporation, and the nature of that voting power, which may vary from class to class of Member, shall be vested in such classes of Members as from time to time shall be provided for in the by-laws of the Corporation. The number of Members having voting power who shall be present or represented by proxy at any meeting of the Members in order to constitute a quorum for, and the votes that shall be necessary for, the transaction of any business shall be as stated in the by-laws of the Corporation.

NINTH. The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Andrew Updegrave	Lucash, Gesmer & Updegrave LLP 40 Broad Street Boston, MA 02109

TENTH. The Corporation is to have perpetual existence.

ELEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

B. Elections of the Board of Directors need not be by written ballot unless the by-laws of the Corporation so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the by-laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

D. Any action required or permitted to be taken by the Board of Directors may be taken

without a meeting and without prior notice if a majority of the Directors then in office (or such greater number of Directors as may be required by law or the by-laws of the Corporation for the taking of any such action at a meeting) consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors, provided that:

(i) such written consent shall have been sent simultaneously to all Directors then in office for their consideration;

(ii) prompt written notice of any action so taken is given to those Directors who have not consented in writing; and

(iii) (except as provided for below) two or more such Directors have not objected to the taking of any such action by written notice delivered to the Corporation within ten business days following the date that written notice of the Board of Directors action is mailed or otherwise delivered to such Directors.

Notwithstanding the foregoing, the ability of two or more non-consenting Directors to prevent the taking of an action by written consent under clause (D)(iii) of this Eleventh Article shall:

(a) not prevent any such action from being taken at a later date at an actual meeting of the Board of Directors; and

(b) not exist where the action in question is to confirm the making of an amendment to the Certificate of Incorporation for a second time (as required by Delaware General Corporation Law) after previously having been approved at an actual meeting of the Board of Directors.

E. Any consent required to be given in writing by law, this Certificate of Incorporation or the by-laws may be given in the form of electronic mail or by a document manually executed and transmitted by telecopy or other electronic facsimile delivery method.

F. Any Member of the Corporation which is the employer of a person designated or elected as a Director, or such Director, may designate an alternate person to serve temporarily as a Director during the absence or other unavailability of its employee which is a Director. In the event that neither a Director nor his or her alternate is able to attend a meeting of the Board of Directors in person or by telephone conference call, such Director may deliver a written vote in advance of such meeting in the manner as from time to time provided in the by-laws, and such vote shall be effective as if delivered in person at such meeting.

TWELFTH. The Corporation eliminates the personal liability of each member of the Board of Directors to the Corporation or the Members for monetary damages for breach of fiduciary duty as a Director, provided that the foregoing shall not eliminate the liability of a Director (i) for any breach of such Director's duty of loyalty to the Corporation or the Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which such Director derived an improper personal benefit.

THIRTEENTH. The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon each Member herein are granted subject to this reservation.

THE UNDERSIGNED, being the sole incorporator, for the purpose of forming a corporation under the General Corporation law of the State of Delaware, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true and, accordingly, has hereto set his hand this 6th day of January, 2000.

Andrew Updegrove
Sole Incorporator