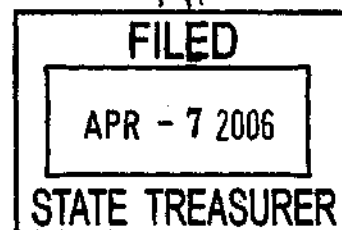


CERTIFICATE OF INCORPORATION
OF
DISTRIBUTED PROOFREADERS FOUNDATION, INC.



The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the New Jersey Nonprofit Corporation Act, does hereby certify:

FIRST: The name of the corporation is Distributed Proofreaders Foundation, Inc.

SECOND: The corporation shall be operated and organized as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

THIRD: There shall be no members of the corporation.

FOURTH: The address of the corporation's initial registered office is 319 Park Street, Montclair, New Jersey 07043, and the name of the corporation's initial registered agent at such address is Juliet B. Sutherland.

FIFTH: The method of electing trustees shall be as set forth in the by-laws of the corporation.

SIXTH: The corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, and to the full extent otherwise permitted by law.

SEVENTH: The number of trustees constituting the first board is three, and the names and addresses of the persons who are to serve as such trustees are:

0100961898

Juliet B. Sutherland
319 Park Street
Montclair, New Jersey 07043

Greg Newby
4557 Melan Drive South
Fairbanks, Alaska 99712

Charles Franks
6096 West Becky Drive
Meridian, Idaho 83642

The by-laws shall provide the number (not less than 3) of trustees other than the first board.

EIGHTH: The name and address of the incorporator is Juliet B. Sutherland, 319 Park Street, Montclair, New Jersey 07043.

NINTH: No trustee or officer of the corporation shall as such receive or become entitled to receive at any time any part of the net earnings or other net income of the corporation, nor shall any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes, nor shall the corporation carry on propaganda or otherwise attempt to influence legislation, nor shall the corporation participate or intervene in any political campaign on behalf of any candidate for public office.

TENTH: 1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

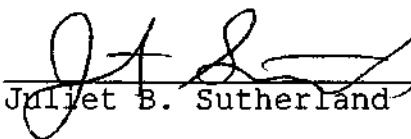
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: The method of distribution of assets of the corporation shall be as set forth in the by-laws of the corporation.

TWELFTH: Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee or officer, of the corporation but shall be distributed as the by-laws may direct in accordance with law, provided, however, that the distribution must be to another organization exempt under the provisions of Section 501(c)(3) of the United States Internal

Revenue Code or to the United States, a State or a local government.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 26th day of March, 2006.



Juliet B. Sutherland