

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, AUGUST 8, 2007

The State Corporation Commission has found the accompanying articles submitted on behalf of
Virginia Circulation Research Center, Inc.

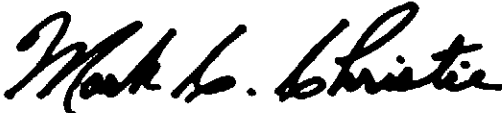
to comply with the requirements of law, and confirms payment of all required fees. Therefore it
is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of
the Commission, effective August 8, 2007.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 

Commissioner

ARTICLES OF INCORPORATION
OF
VIRGINIA CIRCULATION RESEARCH CENTER, INC.

I hereby form a non-stock corporation without members under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (1950), as amended, and to that end set forth the following:

FIRST: The name of the Corporation is Virginia Circulation Research Center, Inc.

SECOND: The Corporation shall not have members.

THIRD: The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code.

FOURTH: The Corporation shall have and exercise all powers and authorities now or hereafter conferred upon non-stock corporations under the laws of the Commonwealth of Virginia.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this document, the Corporation 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 the

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.

SIXTH: The initial Board of Directors shall consist of three (3) persons appointed by the Incorporator who shall serve until the first annual meeting of the Board of Directors of the Corporation, when their successors shall be elected in accordance with the Bylaws of the Corporation. Directors shall serve one year terms. Directors shall be elected each year by the incumbent Board of Directors before the term of office of the incumbent Board of Directors expires. No Director may be removed from office except for cause, and then only upon the affirmative vote of two-thirds (2/3) of the Directors. For purposes of this Article, "cause" shall mean misfeasance, malfeasance, or gross incompetence of the Director in question.

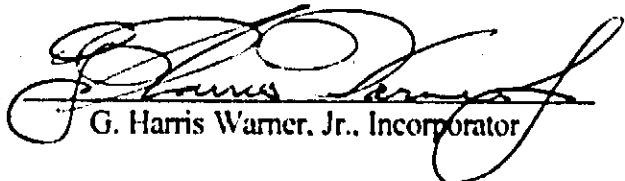
SEVENTH: Upon the dissolution of the Corporation, and after all liabilities of the Corporation have been paid, satisfied, and discharged or adequate provisions made therefor, all remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The post office address of the registered office of the Corporation shall be at the law offices of WARNER & RENICK, P.L.C., 4648 Brambleton Avenue, S.W., P.O. Box 21584, Roanoke,

Virginia 24018, in the County of Roanoke, Virginia, and its Registered Agent at such address shall be G. Harris Warner, Jr., who is a resident of Virginia and a member of the Virginia State Bar.

NINTH: Any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or executive officer of the Corporation, or is or was so serving with respect to another corporation, partnership, joint venture, trust, or other enterprise at the request of the Corporation, shall be indemnified by the Corporation against liability, costs, and expenses (including, but not limited to, reasonable attorneys' fees) to the full extent permitted by applicable law. The Corporation may, but shall not be required to, indemnify any and all other officers, employees, or agents of the Corporation to the same extent as directors and executive officers.

TENTH: Except in the case of willful misconduct or a knowing violation of criminal law or of any federal or state securities law, no officer or director of the Corporation shall be liable for damages in any amount whatsoever in any proceeding brought by or in the right of the Corporation.


G. Harris Warner, Jr., Incorporator

Date: August 6, 2007