

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
THE INTERNET MULTICASTING SERVICE, INC.**

June 14, 2002

In accordance with Section 141(f) of the Delaware General Corporation Law and the Bylaws of the Internet Multicasting Service, Inc., a Delaware non-profit corporation (the "*Company*"), the undersigned, constituting all of the directors of the Board of Directors of the Company (the "*Board*"), hereby take the following actions and adopt the following resolutions by written consent without a meeting, effective for all purposes as of the 14th day of June, 2002:

1. Increase in Number of Directors.

WHEREAS, the Board finds it in the best interests of the Company to increase the number of Directors from three (3) to nine (9) members:

NOW, THEREFORE, BE IT RESOLVED, that pursuant to [Article III, Section 3.1] of the Bylaws of the Company, the Board hereby increases the size of the Board from three (3) to nine (9) members.

2. Appointment of Directors.

WHEREAS, there are six (6) vacancies on the Board and the Board finds it in the best interests of the Company to fill three (3) of those vacancies at this time:

NOW THEREFORE, BE IT RESOLVED, that the Board hereby appoints the following individuals to fill such vacancies to serve until his/her successor is duly elected and qualified:

Rick Adams
David Farber
Pindar Wong

3. **Certificate of Amendment.**

WHEREAS, the Board finds it in the best interests of the Company to amend Article III of the Company's Restate Certificate of Incorporation:

NOW THEREFORE, BE IT RESOLVED, that Article III of the Company's Restated Certificate of Incorporation shall be amended to read in its entirety as follows:

"**THIRD.** The nature of business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, but limited to the specific purpose of the creation and operation of public works on the global Internet computer network, including the creation and operation of new services, multimedia content and database, and network protocols for the benefit of the general public and the public Internet infrastructure. This Corporation shall be a nonprofit corporation is not organized for the private gain of any person."

4. **Omnibus Resolution**

RESOLVED, that the officers of the Company be, and they hereby are, authorized, directed and empowered to execute any applications, certificates, agreements or any other instruments or documents or amendments or supplements to such documents, including any blue sky filings and stock certificates, or to do or to cause to be done any and all other acts and things as such officers, in their discretion, may deem necessary or advisable and appropriate to carry out the purposes of the foregoing resolutions.

[Signature Page Follows]

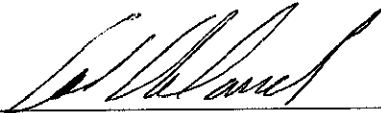
The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

CARL MALAMUD

REBECCA MALAMUD

MARSHALL T. ROSE

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.



CARL MALAMUD



REBECCA MALAMUD

MARSHALL T. ROSE

[SIGNATURE PAGE TO BOARD CONSENT DATED JUNE 14, 2002]

The undersigned constituting all of the members of the Board do hereby consent to and approve the adoption of the foregoing resolutions effective as of the date first written above. This Consent may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

CARL MALAMUD

REBECCA MALAMUD

M. T. Rose 202-06-14

MARSHALL T. ROSE

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
INTERNET MULTICASTING SERVICE, INC.
a Delaware corporation**

The undersigned, Carl Malamud, hereby certifies that:

ONE: He is the duly authorized and acting President and Chief Executive Officer of said corporation.

TWO: The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on May 7, 1993.

THREE: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment of the Restated Certificate of Incorporation amends Article III of this corporation's Restated Certificate of Incorporation, effective as of June 14, 2002, to read in its entirety as follows:

"THIRD. The nature of business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, but limited to the specific purpose of the creation and operation of public works on the global Internet computer network, including the creation and operation of new services, multimedia content and database, and network protocols for the benefit of the general public and the public Internet infrastructure. This Corporation shall be a nonprofit corporation is not organized for the private gain of any person."

FOUR: The foregoing Certificate of Amendment has been duly adopted by this Corporation's members and Board of Directors in accordance with the applicable provisions of Section 215 and Section 242 of the General Corporation Law of the State of Delaware.

I further declare under penalty of perjury that the matters set forth in this Certificate are true and correct of my own knowledge.

Executed in Jenner, California on June 14, 2002.

Carl Malamud, President and CEO

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OF THE
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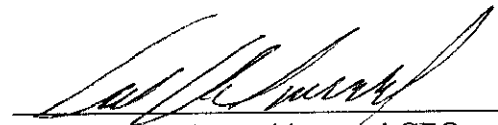
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Carl Malamud, President and CEO