

CERTIFICATE OF INCORPORATION

OF

IMS GLOBAL LEARNING CONSORTIUM, INC.

FIRST. The name of the corporation is IMS GLOBAL LEARNING CONSORTIUM, INC. (the "Corporation").

SECOND. The Corporation's period of duration is perpetual.

THIRD. The nature of the business or purposes to be conducted or promoted by the Corporation, all of which shall be conducted for the general public welfare, are:

a. To promote the development of global distributed learning through the cooperative and collaborative efforts of universities, non-profit organizations, agencies of federal and state governments, companies and other organizations that make a definitive, substantial and continuing commitment to the development, evolution and/or use of advanced distributed learning environments;

b. To formulate open technical specifications for distributed learning environments, including related hardware and software;

c. To gather requirements from distributed learning customers and providers;

d. To foster widespread access to, mutual sharing and adoption of the strategies and specifications developed by the organization, both by its members and by the general public;

e. To collaborate with other associations or agencies interested in similar and related activities;

f. To acquire, evaluate, and disseminate information in said areas, including, but not limited to, providing such information to the general public;

g. To prepare and disseminate training materials for use in distributed learning environments and conduct training and educational sessions pursuant to the development and use of the strategies and specifications developed by the organization; and

h. Such other purposes as may be authorized by the Directors and which are for any other lawful purpose consistent with the provisions of this article so long as they are for purposes as described by 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954 as it may be amended, if applied for and granted.

For purposes of this Certificate, "distributed learning" shall be defined as learning that takes place without the requirement that the learners and the instructors should be present in the same place or

participate at the same time, and which uses in some manner, information and/or telecommunications technologies.

FOURTH. The Corporation shall be a membership corporation and shall not have the authority to issue capital stock. 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 Bylaws 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 Bylaws of the Corporation. The conditions of membership shall be as provided in the Bylaws.

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 Directors of the Corporation shall be elected or appointed as provided in the Bylaws.

SIXTH. The Corporation is not organized for pecuniary profit and is not authorized to issue capital stock. No part of the net earning or assets of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered.

SEVENTH. 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 Internal Revenue 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)(3) or 501(c)(6) (as appropriate) of the Internal Revenue Code and any related regulations.

EIGHTH. 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.

NINTH. The name and address, including the street and number, of the sole incorporator are as follows:

NAME

ADDRESS

Andrew Updegrave

Lucash, Gesmer & Updegrave, LLP

40 Broad Street
Boston, MA 02109

TENTH. 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.

ELEVENTH. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation.

TWELFTH. Any consent or notice required to be given in writing by law, this Certificate of Incorporation or the Bylaws may be given in the form or forms provided for in the Bylaws.

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 18th day of November, 1999.

Andrew Updegrove