

Delaware

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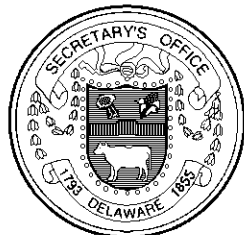
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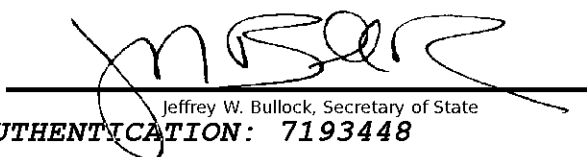
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "START INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MARCH, A.D. 2009, AT 12:48 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7193448

DATE: 03-18-09

CERTIFICATE OF INCORPORATION
OF
START INTERNATIONAL, INC.

THE UNDERSIGNED INCORPORATOR, a natural person of the age of twenty-one years or more, in order to form a nonstock, nonprofit corporation for the purposes stated in this Certificate, in accordance with the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

ARTICLE I. NAME

The name of the corporation is START International, Inc. (the "Corporation").

ARTICLE II. REGISTERED OFFICE AND AGENT

A. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

B. The name of the Corporation's registered agent at that address is The Corporation Trust Company.

ARTICLE III. PURPOSE

A. The Corporation is a nonprofit organization incorporated and operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law).

B. In furtherance of the foregoing purposes, the Corporation has all powers granted to a corporation under the General Corporation Law of the State of Delaware and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any trustee, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not “participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office” within the meaning of section 501(c)(3) of the Code.

D. Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by:

- (1) a corporation exempt from federal income tax under section 501(c)(3) of the Code; or
- (2) a corporation contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV. STOCK

The Corporation is not organized for profit and does not have authority to issue capital stock.

ARTICLE V. MEMBERS

The Corporation does not have members.

ARTICLE VI. TRUSTEES

A. The affairs and business of the Corporation are to be managed and conducted by the trustees of the Corporation.

B. The qualifications, manner of election, number, tenure, powers, and duties of the trustees of the Corporation are as set out in the Bylaws of the Corporation.

C. The trustees have the power to adopt, amend, or repeal the Bylaws.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Courtney Dunbar Jones	1 Thomas Circle NW Suite 1100 Washington, DC 20005

The powers of the incorporator cease upon the appointment of initial trustees of the Corporation.

ARTICLE VIII. TRUSTEE LIABILITY

A. No trustee of the Corporation is personally liable to the Corporation for monetary damages for breach of fiduciary duty as a trustee except that this Article VIII does not eliminate or limit the liability of a trustee for:

- (1) any breach of a trustee's duty of loyalty to the Corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct

or a knowing violation of law; or

(3) any transaction from which the trustee involved derived an improper personal benefit.

B. If the General Corporation Law of the State of Delaware is amended to authorize the further elimination or limitation of the liability of trustees, then the liability of a trustee of the Corporation, in addition to the limitation of personal liability set out in this Article VIII, will be limited to the fullest extent permitted by the amended law.

ARTICLE IX. PRIVATE FOUNDATION RULES

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

1. the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
2. the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

3. the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

4. the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

5. the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE X. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

1. None of the property of the Corporation nor any proceeds thereof may be distributed to or divided among any of the trustees or officers of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to one or more organizations formed and operated exclusively for educational or charitable purposes within the meaning of section 501(c)(3) of the Code, if the following conditions are met:


(a) transfers of property to such organizations must, to the extent then permitted under the laws of the United States, be exempt from federal gift, succession, inheritance, estate, or death taxes (by whatever named called);

(b) such organizations must be exempt from federal income taxes by reason of section 501(c)(3) of the Code; and

(c) contributions to such organizations must be deductible by reason of section 170 of the Code.

{Signature on next page.}

The undersigned Incorporator named above does hereby affirm under penalties of perjury that this Certificate of Incorporation of START International, Inc. is her act and deed and the facts stated in this Certificate are true, and, accordingly, she has executed this Certificate as of March 17, 2009.



Courtney Dunbar Jones
Incorporator

Delaware

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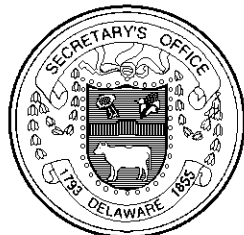
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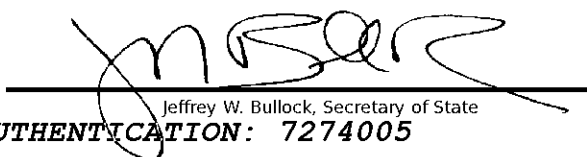
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CORRECTED CERTIFICATE OF INCORPORATION OF "START INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 2009, AT 6:03 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4650751 8101

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7274005

DATE: 04-30-09

**CERTIFICATE OF CORRECTION
OF THE CERTIFICATE OF INCORPORATION
OF START INTERNATIONAL, INC.**

The undersigned, on behalf of START International, Inc., a nonstock corporation incorporated, organized, and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

SECTION 1. NAME OF THE CORPORATION

The name of the corporation is START International, Inc. (the "Corporation").

SECTION 2. CORRECTION OF CERTIFICATE OF INCORPORATION

A Certificate of Incorporation of the Corporation was filed by the Secretary of State on March 17, 2009 and that Certificate of Incorporation of the Corporation requires correction as permitted by Section 103(f) of the DGCL.

SECTION 3. NATURE OF CORRECTION

The inaccuracy or defect of the Corporation's Certificate of Incorporation is an error in the description of the members of the governing body of the Corporation. The Corporation's Certificate of Incorporation is corrected as follows:

ARTICLE VI of the Corporation's Certificate of Incorporation is deleted in its entirety and is replaced with the following:

ARTICLE VI. DIRECTORS

- A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.
- B. The qualifications, number, tenure, powers, rights and duties of the directors of the Corporation are as set out in the Bylaws.
- C. The directors of the Corporation have the power to adopt, amend, or repeal the Bylaws.

ARTICLE VII of the Corporation's Certificate of Incorporation is deleted in its entirety and is replaced with the following:

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator are as follows:

<u>Name</u>	<u>Address</u>
Courtney Dunbar Jones	Caplin & Drysdale, Chartered One Thomas Circle, NW, Suite 1100 Washington, DC 20005

The powers of the Incorporator cease upon the appointment of initial directors of the Corporation.

ARTICLE VIII of the Corporation's Certificate of Incorporation is deleted in its entirety and is replaced with the following:

ARTICLE VIII. DIRECTOR LIABILITY

A. No director of the Corporation is personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except that this Article VIII does not eliminate or limit the liability of a director for:

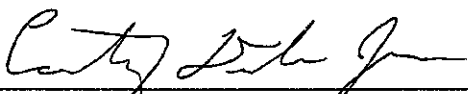
- (1) any breach of a director's duty of loyalty to the Corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or
- (3) any transaction from which the director involved derived an improper personal benefit.

B. If the General Corporation Law of the State of Delaware is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability set out in this Article VIII, will be limited to the fullest extent permitted by the amended law.

{Signatures on next page.}

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction of the Certificate of Incorporation of START International, Inc. to be signed by Courtney Dunbar Jones, its Incorporator, as of April 29, 2009.

START INTERNATIONAL, INC.

By: 

Courtney Dunbar Jones
Incorporator