

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "NEWS AMERICA INCORPORATED", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

2050993 8100

981420943

AUTHENTICATION:

9384831

DATE:

11-02-98

RESTATED CERTIFICATE OF INCORPORATION
OF
NEWS AMERICA INCORPORATED

The name of the corporation (which hereinafter referred to as the "Corporation") is "News America Incorporated."

The original Certificate of Incorporation (the "Certificate of Incorporation") was filed with the Secretary of State of the State of Delaware on December 19, 1984 under the name "NAPI Holding Company."

This Restated Certificate of Incorporation has been duly adopted in accordance with Sections 103, 242 and 245 of the General Corporation Law of the State of Delaware.

The text of the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is News America Incorporated.

SECOND: The address, including street, number, city and county of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805; and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company.

THIRD: The purpose of the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue and the designations, relative rights, preferences, privileges and limitations attached thereto shall be as follows:

(A) The aggregate number of shares which the Corporation shall have the authority to issue is Two Hundred Fifty Thousand (250,000), of which Twenty-Five Thousand (25,000) shares, par value Five Hundred Dollars (\$500.00) per share, shall be Common Stock, and Two Hundred Fifty Thousand (250,000) shares, par value Ten Thousand Dollars (\$10,000.00) per share, shall be Preferred Stock.

(B) No holder of stock of the Corporation of any class shall be entitled as of right to subscribe for, purchase or receive any new or additional shares of stock of any class, whether now or hereafter authorized, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, stock of any class; but all such new or additional shares of stock of any class, or notes, bonds, debentures or other securities convertible into, or carrying options or warrants to purchase, stock of any class may be issued or disposed of by the Board of Directors to such persons and on such terms as it, in its absolute discretion, may deem advisable.

(C) The designations, relative rights, preferences, privileges and limitations of the shares of each class and the restrictions and qualifications thereof are as follows:

(1) Except as otherwise required by law, and subject to the rights, preferences and limitations of the Preferred Stock:

(a) Each issued and outstanding share of the Common Stock shall entitle the holder of record thereof to receive cash dividends if, as and when declared with respect to the shares of the Common Stock in the sole and absolute discretion of the Board of Directors out of funds legally available therefor. In addition to such cash dividends, the Board of Directors may

make share distributions of authorized but unissued shares of the Common Stock and/or of its treasury Common Stock, if any, and/or may make distributions of bonds or property of the Corporation, including the shares or bonds of other corporations. The holders of record of the issued and outstanding shares of the Common Stock shall be entitled in respect of said Common Stock exclusively to receive any such cash dividends which may be declared and/or any such distributions which may be made on the Common Stock, each issued and outstanding share of the Common Stock entitling the holder of record to receive an equal proportion of said dividends and/or distributions. The Board of Directors may, in its sole and absolute discretion, declare a dividend payable on the Preferred Stock without declaring a dividend on the Common Stock

(b) Except as any provision of law may otherwise require, the entire voting power of the Corporation shall be vested in the holders of the Common Stock and each share of the Common Stock shall have one vote.

(c) In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, after setting apart or paying in full the preferential amount to be paid to the holders of record of the issued and outstanding Preferred Stock, the holders of the Common Stock shall be entitled to share ratably in all remaining assets of the Corporation; provided, however, this provision shall not be deemed to require distribution of assets among the holders of the Common Stock in the event of a consolidation, merger, lease or sale which does not result in the liquidation or winding-up of the enterprise.

(2) Except as otherwise required by law:

(a) The holders of record of the issued and outstanding Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of the assets or funds of the Corporation legally available therefor, dividends at the fixed rate of seven percent (7%) per

annum, and no more, payable semi-annually on the last days of June and December in each year (the periods between such dates commencing on such dates, being herein designated as dividend periods). Dividends on the Preferred Stock to the extent not declared and paid shall accrue and be cumulative from and after the date of the original issue thereof. Such dividends on the Preferred Stock shall be declared and paid, or set apart for payment, before any dividends shall be declared or paid, or set apart for payment, on the Common Stock and shall be cumulative as above provided, so that if, in any semi-annual dividend period, dividends at the rate of seven percent (7%) per annum shall not have been declared or paid or set apart for payment on all the issued and outstanding Preferred Stock, for such semi-annual dividend period and all preceding semi-annual dividend periods from and after the first day of the semi-annual dividend period from which dividends are cumulative, then the aggregate deficiency shall be declared and fully paid, or set apart for payment, but without interest, before any dividends shall be declared or paid or set apart for payment on the Common Stock. Anything herein to the contrary notwithstanding, no dividends shall be declared or paid or set apart for payment on the Common Stock so long as there exists any default on the part of the Corporation in respect of the rights of the Preferred Stock hereunder.

(b) The Preferred Stock shall not entitle the holders thereof to any voting power, to participate in any meeting of stockholders or to receive notice of any meeting of stockholders.

(c) The Corporation shall have the right, through its Board of Directors, at any time or from time to time, to redeem all or any part of the issued and outstanding shares of the Preferred Stock by paying the holders of record thereof, out of funds legally available therefor, the par value of each such share to be redeemed, plus a sum equal to accrued but unpaid dividends to the date fixed for redemption. In the event of such redemption, a notice fixing the date and place of

redemption shall be mailed by the Corporation, postage prepaid, to each holder of record of the Preferred Stock to be redeemed at his address as it appears on the record of stockholders at least thirty (30) days prior to the redemption date. Such notice shall state the proportion of shares of the Preferred Stock so to be redeemed and the date for the presentation of certificates to be redeemed. Upon presentation of certificates for the Preferred Stock to be redeemed, the Corporation shall pay the full redemption price to the holder of record of such shares. In the event that less than all of the issued and outstanding shares of the Preferred Stock are to be redeemed, the Board of Directors shall have full power and absolute discretion to select particular shares for redemption from the outstanding shares of the Preferred Stock. In such event, the Board of Directors shall NOT be required to prorate the shares of the Preferred Stock to be redeemed among the holders of the Preferred Stock and the proceedings of the Board of Directors in connection with the selection of the shares of Preferred Stock to be redeemed shall not be subject to challenge or attack. On and after the date fixed for such redemption, the holders of the shares of the Preferred Stock so called for redemption shall not be entitled to any dividends and shall not have any rights or interests as holders of said shares, except to receive the payment or payments herein designated, without interest thereon, upon presentation and surrender of the certificates therefor. Any Preferred Stock which shall at any time have been redeemed shall forthwith revert to the status of authorized and unissued shares and each surrendered certificate shall be canceled.

(d) In the event of any distribution of assets upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, each issued and outstanding share of the Preferred Stock shall entitle the holder of record thereof to receive a payment from the Corporation from the assets and funds available therefor in an amount equal to the par value of each share to be redeemed, plus a sum equal to accrued but unpaid dividends to the date such payment


is made. After setting apart or paying in full preferential amounts aforesaid to the holders of record of the issued and outstanding shares of the Preferred Stock, the remaining net assets, if any, shall be distributed exclusively to the holders of record of the issued and outstanding shares of the Common Stock entitling the holder of record thereof to receive an equal portion of said remaining assets. If the net assets of the Corporation shall be insufficient to pay in full the preferential amounts among the holders of the Preferred Stock as aforesaid, then each issued and outstanding share of the Preferred Stock shall entitle the holder of record thereof to an equal portion of said net assets, and the holders of the Common Stock shall in no event be entitled to participate in the distribution of said net assets. Without excluding any other proceeding which does in fact effect a liquidation, dissolution or winding-up of the Corporation, a merger or consolidation of the Corporation into or with any other corporation or a sale, lease, mortgage, pledge, exchange, transfer or other disposition by the Corporation of all or substantially all of its assets, shall not be deemed for the purposes hereof, to be a liquidation, dissolution or winding-up of the Corporation.

FIFTH: The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Delaware General Corporation Law (and in particular Section 145 thereof), as from time to time amended, and may purchase and maintain insurance on behalf of such directors and officers. In addition, the Corporation shall, in the manner and to the extent as the By-laws of the Corporation shall provide, indemnify to the fullest extent permitted by the Delaware General Corporation Law (and in particular Section 145 thereof), as from time to time amended, such other persons as the By-laws shall provide, and may purchase and maintain insurance on behalf of such other persons. No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (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 the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of an officer or a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

SIXTH: In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the Delaware General Corporation Law, this Restated Certificate of Incorporation, and any By-laws adopted by the stockholders; provided, however, that no By-laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

IN WITNESS WHEREOF, News America Incorporated has caused this Restated Certificate of Incorporation to be signed by its Senior Vice President this 30th day of October, 1998.

By: 
Name: Lawrence A. Jacobs
Title: Senior Vice President