

Delaware

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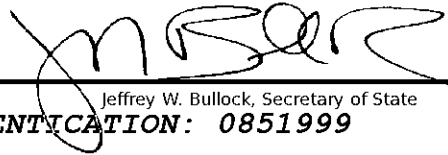
The First State

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 RESTATED CERTIFICATE OF "FOX ENTERTAINMENT GROUP, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JUNE, A.D. 2013, AT 12:07 O'CLOCK P.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0851999

DATE: 10-29-13

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FOX ENTERTAINMENT GROUP, INC.**

Fox Entertainment Group, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Fox Entertainment Group, Inc. (the “**Corporation**”), that the Corporation was originally incorporated pursuant to the General Corporation Law on January 6, 2005 under the name of F ACQUISITION Corp.

2. That the Board of Directors duly adopted resolutions proposing to further amend and restate the Certificate of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended and restated in its entirety to read as follows:

FIRST: The name of the corporation is Fox Entertainment Group, Inc.

SECOND: The address of the corporation’s registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the 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.

FOURTH: The total number of shares of all classes of stock that the Corporation shall have the authority to issue is 5,000 shares of Common Stock having a \$0.01 par value per share, 2,500 shares of which shall be classified as Class A Common Stock (“**Class A Stock**”) and 2,500 shares of which shall be classified as Class B Common Stock (“**Class B Stock**”) and together with the Class A Stock, the “**Common Stock**”).

4.1 Classes of Common Stock.

4.1.1. Relative Rights. Each share of Class A Stock shall have the same relative rights as and be identical in all respects to all the other shares of Class A Stock. Each share of Class B Stock shall have the same relative rights as and be identical in all respects to all the other shares of Class B Stock.

4.1.2. Dividends. Dividends may be paid on Class A Stock and Class B Stock out of any assets legally available for the payment of dividends thereon, but only when and as declared by the board of directors of the corporation.

4.1.3. Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the corporation, whether voluntary or involuntary, the holders of the Class A Stock and Class B Stock shall become entitled to participate in the distribution of any assets of the corporation remaining after the corporation shall have paid, or provided for payment of, all debts and liabilities of the corporation.

4.1.4. Voting Rights. The holders of Common Stock shall be entitled to vote on any matter on which the holders of stock of the corporation shall, by law or by the provisions of the certificate of incorporation or bylaws of the corporation, be entitled to vote, and each class of Common Stock shall vote thereon together as though one class. On each matter to be voted on by the holders of all classes of Common Stock voting together as one class, (i) the outstanding shares of Class A Stock shall have eighty-five (85) votes and the outstanding shares of the Class B Common Stock shall have fifteen (15) votes. Notwithstanding the foregoing provisions of this subsection 4.1.3, if shares of only one class of Common Stock are outstanding on the record date for determining the Common Stockholders entitled to vote on any matter, then each share of that class shall be entitled to one vote and, if any class of Common Stock is entitled by law to vote as a separate class with respect to any matter, each share of that class shall, for purpose of such class vote, be entitled to one vote on such matter.

SEVENTH: No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided that this Article SEVENTH shall not eliminate or limit the liability of a director (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 General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the bylaws of the corporation.

TENTH: Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

[Signature Page Follows]

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on June 13, 2013.

FOX ENTERTAINMENT GROUP, INC.

By: 

Name: **Robert D. Tharaparambil**

Title: Vice President

[Signature Page to Amended and Restated Certificate of Incorporation of Fox Entertainment Group, Inc.]