State of New York
Department of State

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on MAR 28 1997

[Signature]

Special Deputy Secretary of State

STATE OF NEW YORK
DEPARTMENT OF STATE

DOS-1256 (5/96)
CERTIFICATE OF INCORPORATION
OF
THE MOCKINGBIRD FOUNDATION, INC.

(Under Section 402 of the Not-for-Profit Corporation Law)

The undersigned, for the purpose of forming a corporation under Section 402 of the Not-for-Profit Corporation Law, hereby certify:

FIRST
The name of the corporation is The Mockingbird Foundation, Inc.

SECOND
The corporation is a corporation as defined in Section 102(a)(5) of the Not-for-Profit Corporation Law.

THIRD
The purpose or purposes for which the Corporation is to be formed are as follows:

To engage in the study, publication, distribution and dissemination of books and other published materials in written, electronic and/or recorded form concerning the music, history, performances and biographies of the musical group Phish and other contemporary popular musical groups and performers, and on such related areas of interest as the technical aspects of the tape recording of live concert music; to hold and deal in the copyrights, trademarks and other indicia of intellectual property protecting the work products produced by those collectively engaged in such study and publication; to distribute any net income from the publication of such published or licensed materials for such qualified not-for-profit charitable, educational, cultural or other purposes as may be permitted by law and as the directors of the corporation deem to be consistent with the purposes of this corporation and the public interest.

To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Not-for-Profit Corporation Law.

FOURTH
In furtherance of and in addition to the foregoing corporate purposes, the corporation shall have all general powers enumerated in Section 202 of the Not-for-Profit Corporation Law. The corporation shall have the power to exercise such other powers as are now, or hereafter may be, conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the furtherance thereof.

FIFTH
The Corporation shall be a "Type B" corporation as defined in Section 201 of the Not-for-Profit Corporation Law formed for those non-business educational, charitable, literary
and cultural purposes as more particularly set forth in Paragraph “THIRD” above.

SIXTH

The office of the corporation is to be located in the County of Saratoga, State of New York.

SEVENTH

The names and addresses of the initial directors until the first annual meeting are set forth below:

<table>
<thead>
<tr>
<th>Names</th>
<th>Addresses</th>
</tr>
</thead>
<tbody>
<tr>
<td>Craig DeLucia</td>
<td>275 Golfview Ct. SW</td>
</tr>
<tr>
<td></td>
<td>Supply, North Carolina 28462</td>
</tr>
<tr>
<td></td>
<td>702 S. Arlington Mill Drive #202</td>
</tr>
<tr>
<td>Marcie Dee Derman</td>
<td>Arlington, Virginia 22204-6001</td>
</tr>
<tr>
<td></td>
<td>16131 Anoka Drive</td>
</tr>
<tr>
<td></td>
<td>Pacific Palisades, California 90272</td>
</tr>
<tr>
<td>Edward Price Dinel II</td>
<td>330 Parker Avenue, Suite 341</td>
</tr>
<tr>
<td>Charles Andrew Dirksen</td>
<td>San Francisco, California 94118</td>
</tr>
<tr>
<td>David McCullough Donohue</td>
<td>833 Bashford Lane, Apt. 303</td>
</tr>
<tr>
<td></td>
<td>Alexandria, Virginia 22314</td>
</tr>
<tr>
<td>Charles W. Franz</td>
<td>706 S. Arlington Mill Drive #103</td>
</tr>
<tr>
<td></td>
<td>Arlington, Virginia 22204</td>
</tr>
<tr>
<td>Herschel Gelman</td>
<td>6557 Darlington Road</td>
</tr>
<tr>
<td></td>
<td>Pittsburgh, Pennsylvania 15217</td>
</tr>
<tr>
<td>John Ellington Godard, Jr.</td>
<td>520 Caroline Avenue</td>
</tr>
<tr>
<td></td>
<td>Charlottesville, Virginia 22902</td>
</tr>
<tr>
<td>Mark L. Goldberg</td>
<td>32 Summit Avenue #5</td>
</tr>
<tr>
<td></td>
<td>Brookline, Massachusetts 02146</td>
</tr>
</tbody>
</table>
Jack R. Lebowitz
39 Garrison Road
Queensbury, New York 12804-2002

Daniel Purcell
2345 Prince Street
Berkeley, California 94705

Joseph T. Rioux
1933 Blackstone Drive
Nashua, New Hampshire 03063

David Steinberg
1415 NE 52nd Street #202
Seattle, Washington 98105

John J. Wood
706 Chelmsford St. #102
Lowell, Massachusetts 01851

EIGHTH The Secretary of State is hereby designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against it is: c/o Lemery & Reid, P.C., Attn: Jack R. Lebowitz, Esq., 10 Railroad Place, Saratoga Springs, New York 12866-3033.

NINTH The incorporator is of the age of eighteen years or over.

TENTH The corporation, upon a resolution of the board of directors, may accept subventions from either members or non-members of the corporation, and may issue subvention certificates.

ELEVENTH The corporation may issue bonds and debentures conferring upon the holders thereof rights to inspect the corporate books and records.

TWELFTH The corporation may levy membership dues on its members as determined by the Board of Directors.
IN WITNESS WHEREOF, this certificate has been signed by the incorporator this 25th day of March, 1997.

[Signature]

Jack R. Lebowitz, Incorporator
39 Garrison Road
Queensbury, New York 12804-2002

STATE OF NEW YORK  )
COUNTY OF SARATOGA  ) ss.

On this 25th day of March, 1997, before me personally came Jack R. Lebowitz, to me known and known to me to be the person described in and who executed the foregoing certificate of incorporation and he duly acknowledged to me that he executed the same.

[Signature]
Notary Public

DALYN M. GRIFFEN
Notary Public, State of New York
Saratoga County #01GR5074361
Commission Expires March 11, 2017
CERTIFICATE OF INCORPORATION
OF
THE MOCKINGBIRD FOUNDATION, INC.

Lemery & Reid, P.C.
10 Railroad Place
Saratoga Springs, New York 12866
(518) 581-8800