# Delaware



## The First State

I, HARRIET SMITH WINDSOR, 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 "FLUENTA INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2008, AT 10:44 O'CLOCK A.M.

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




Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4548375 8100

AUTHENTICATION: 6595133

080551455

DATE: 05-15-08

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:44 AM 05/15/2008
FILED 10:44 AM 05/15/2008
SRV 080551455 - 4548375 FILE

# CERTIFICATE OF INCORPORATION
# OF
# FLUENTA INC.

FIRST: The name of the Corporation is:

**Fluenta Inc.**

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, New Castle County, Wilmington, Delaware 19808. The name of the registered agent at the above address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue shall be Three Thousand (3,000) shares of Common Stock, par value One Dollar ($1.00) per share.

FIFTH: Unless and except to the extent required by the Bylaws, the election of the Board of Directors of the Corporation need not be by written ballot.

SIXTH: The Board of Directors shall have the power to make, alter, or repeal the Bylaws of the Corporation.

SEVENTH: The Corporation shall indemnify its officers and directors to the full extent permitted by Section 145 of the DGCL, as amended from time to time.

EIGHTH: 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, except that a director may be liable (i) for breach of the director's duty of loyalty to the

Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the directors shall be eliminated or limited to the full extent permitted by the DGCL as so amended. The elimination and limitation of liability provided herein shall continue after a director has ceased to occupy such position as to acts or omissions occurring during such director's term or terms of office. Any amendment, repeal, or modification of this Article EIGHTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: John J. Quinn, III is the sole incorporator and his mailing address is Potter Anderson & Corroon LLP, Hercules Plaza, 1313 N. Market Street, 6th Floor, P.O. Box 951, Wilmington, DE 19899.

John J. Quinn, III
Sole Incorporator

DATED: MAY 15, 2008

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**WRITTEN ACTION OF THE SOLE INCORPORATOR**

**FLUENTA INC.**

I, the undersigned, being the sole incorporator of Fluenta Inc., a Delaware corporation (the "Corporation"), and acting pursuant to Sections 107 and 108 of the Delaware General Corporation Law, do hereby adopt the following resolutions:

RESOLVED, That Dag Sigmund Johansen be, and he hereby is, the duly elected director of the Corporation to serve until his successor is elected and qualifies or until his resignation in writing has been filed with the Corporation.

RESOLVED, That a copy of the Certificate of Incorporation shall be filed in the Minute Book of the Corporation.

RESOLVED, That the Bylaws inserted in the Minute Book immediately after the Certificate of Incorporation be adopted.

RESOLVED, That the effective date of the above resolutions is MAY 16, 2008.

IN WITNESS WHEREOF, the undersigned sole incorporator of Fluenta Inc. has hereunto set his hand and seal as of the 16TH day of MAY, 2008.

John J. Quinn, III
Sole Incorporator

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