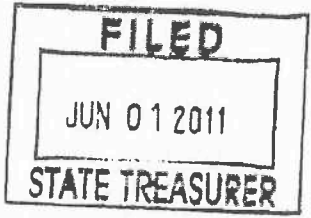


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CERTIFICATE OF INCORPORATION OF PUBLIC MEDIA NJ, INC.

0101015959

THIS IS TO CERTIFY THAT, there is hereby organized a corporation under and by virtue of N.J.S.A. 15A:1-1 et. seq., entitled the "New Jersey Nonprofit Corporation Act," and any amendments and supplements thereto, for lawful purposes, other than for pecuniary profit, as hereinafter stated:

- 1. The name of the Corporation is: Public Media NJ, Inc.
2. The Corporation is organized and shall be operated exclusively for charitable, educational, literary, civic, cultural and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any successor United States Internal Revenue law) (the "Code"). Specifically, and not be way of limitation, the Corporation will:
(a) operate noncommercial educational television stations and participate in state, regional and national educational networks;
(b) foster the ideals of excellence, engagement, and education in all manner and media throughout the local communities serviced by the Corporation and beyond;
(c) acquire, build and operate other media platforms, including but not limited to, various forms of new and traditional media;
(d) create, acquire, and preserve programming and other content in all manner and media that inspires, celebrates imagination, facilitates informed discussion, supports the healthy development and education of children and adults and explores history, science, humanities, and culture and arts, including but not limited to educational, entertaining and cultural programs, films and recordings;
(e) distribute the Corporation's content in all manner and media worldwide, whether on the Corporation's platforms or through sale or license to any other persons, corporations, or organizations, whether commercial or noncommercial; and
(f) aid, assist, and work in conjunction with corporations, educational institutions, organizations, agencies, foundations and individuals interested or engaged in any of the fields or purposes of the Corporation and encourage and foster educational and cultural television, broadcasting and media.

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3. Initially, the sole member of the Corporation shall be WLIW, L.L.C., a limited liability company formed in the State of Delaware whose sole member is WNET.org, an education corporation chartered in the State of New York by the New York Board of Regents. The qualifications for members shall be as set forth in the By-Laws of the Corporation.

4. The term for which the Corporation is to exist is perpetual.

5. The Corporation is organized upon a nonstock basis.

6. The method of electing Trustees shall be as set forth in the By-Laws of the Corporation.

7. The Corporation's initial Registered Agent shall be Phillip E. Griffin, Esquire. The Corporation's initial Registered Office shall be located at c/o Fox Rothschild LLP, 997 Lenox Drive, Building 3, Lawrenceville, New Jersey 08648-2311.

8. The number of Trustees constituting the first Board is three (3); the names and addresses of the persons who are to serve as Trustees shall be as follows:

Neal Shapiro	825 8 th Avenue, New York, NY 10019
Elizabeth Thomas	905 Fernwood Road, Moorestown, NJ 08057
Josh S. Westin	217 Christopher Street, Montclair, NJ 07043

9. The name and address of the Incorporator is as follows:

Phillip E. Griffin, Esq.	997 Lenox Drive, Lawrenceville, NJ 08618
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10. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, to make reimbursements for expenses incurred in conducting its affairs and carrying out its purposes and to make payments and disbursements in furtherance of the purposes set forth in Paragraph 2 hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of or against any candidate for public office, except as specifically authorized under the Code.

The Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation as an organization described under Code Section 501(c)(3); or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2). In addition, the Company shall not undertake any act or permit any failure to act which would jeopardize the Federal Communications licenses and permits held by its Member or by any affiliate or the owner of its Member.

11. Except as otherwise provided herein, the Corporation shall have all of the powers granted to nonprofit corporations by the laws of the State of New Jersey, as amended from time to time.


12. It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of this Certificate of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (i) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (ii) not engage in any act of self-dealing as defined in Code Section 4941(d); (iii) not retain any excess business holdings as defined in Code Section 4943(c); (iv) not make any investments in a manner that would subject it to tax under Code Section 4944; and (v) not make any taxable expenditures as defined in Code Section 4945(d).

13. No Trustee or officer of the Corporation shall be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except as otherwise stated in the New Jersey Nonprofit Corporation Act, as the same may be amended. Every Corporate Agent, as that term is defined by N.J.S.A. 15A:3-4, shall be entitled to indemnification to the fullest extent provided in the New Jersey Nonprofit Corporation Act, as the same may be amended. The Corporation may purchase insurance for such indemnification.

14. Upon dissolution of the Corporation, the Corporation's Board of Trustees, after paying or making provision for payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to WNET; provided that WNET qualifies at such time as an organization exempt under Code Section 501(a) and described in Code Section 501(c)(3). If WNET does not exist at such time or does not qualify at such time as an organization exempt under Code Section 501(a) and described in Code Section 501(c)(3), then the Corporation's net assets shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), as the Corporation's Board of Trustees shall determine, or to the federal government or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for charitable purposes. No portion of the assets shall

inure to the benefit of any Trustee or officer of the Corporation, any other private person, or any enterprise organized for profit.

IN WITNESS WHEREOF, the Incorporator, being over the age of eighteen (18) years, has signed this Certificate this 27th day of May, 2011.

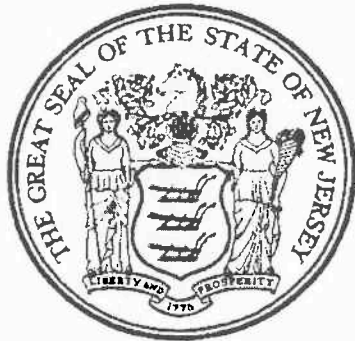


Phillip E. Griffin, Esq.
Incorporator

STATE OF NEW JERSEY
DEPARTMENT OF THE TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

PUBLIC MEDIA NJ
0101015959

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Incorporation on June 1st, 2011
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*



Certificate Number: 120600661

Verify this certificate online at

https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
my Official Seal at Trenton, this
1st day of June, 2011*

*Andrew P Sidamon-Eristoff
State Treasurer*