

CERTIFICATE OF INCORPORATION

OF

UPNP IMPLEMENTERS CORPORATION

(Pursuant to Section 402 of the New York Not-for-Profit Corporation Law)

The undersigned, being a natural person of at least eighteen years of age and acting as the incorporator of the corporation hereby being formed under the New York Not-for-Profit Corporation Law, certifies that:

FIRST: The name of the corporation is UPnP Implementers Corporation.

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

THIRD: The corporation is formed for the purpose of administering standards for device interconnectivity and networking of intelligent devices in the technology and manufacturing industries, by (a) adopting a testing and device certification process which is based on standardized device control protocols; (b) administering the Universal Plug and Play logo licensing program; and (c) engaging in any other activities and programs that are reasonably related to or in furtherance of the foregoing purpose. The corporation shall have, in furtherance of its not-for-profit corporate purposes, all of the powers conferred upon corporations organized under the New York Not-for-Profit Corporation Law, subject to any limitations thereof contained in this Certificate of Incorporation or in the laws of the State of New York. Nothing contained in this Certificate of Incorporation shall authorize or empower the corporation to perform or engage in any act or practice prohibited by the New York General Business Law, Section 340, or other antimonopoly or antitrust statute in the State of New York.

FOURTH: The type of corporation which the corporation shall be under Section 201 of the New York Not-for-Profit Corporation Law is Type A.

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

SIXTH: The name and the address of each of the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Karen Stash	Microsoft Corporation One Microsoft Way Redmond, WA 98052-6399

Tsung-Yuan Charles Tai

Intel Corporation
JF3-206
2111 NE 25th Avenue
Hillsboro, OR 97124-5961

Warren Whaley

Canon
110 Innovation Drive
Irvine, CA 92612

SEVENTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: Sharon Y. Bowen, c/o Latham & Watkins, 885 Third Avenue, Suite 1000, New York, New York 10022-4802.

EIGHTH: The name and the address within the State of New York of the registered agent of the corporation are as follows: CT Corporation System, 111 Eighth Avenue, New York, New York 10011. Said registered agent is to be the agent of the corporation upon whom or upon which process against the corporation may be served.

Subscribed and affirmed by me as true under the penalties of perjury on January 29, 2001.

Incorporator's name:
Incorporator's address:

Sharon Y. Bowen
c/o Latham & Watkins, 885 Third Avenue, Suite 1000,
New York, New York 10022-4802