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FILED
in the office of the Secretary of State
of the State of California

SEP 22 2004

Kevin Shelley
KEVIN SHELLEY, SECRETARY OF STATE

Articles of Incorporation
of
BitTorrent, Inc.

I

The name of this Corporation is: BitTorrent, Inc.

II

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and complete address in the State of California of this Corporation's initial agent for service of process is:

Bram Cohen
c/o Stubbs Alderton & Markiles LLP
15821 Ventura Boulevard
Suite 525
Encino, California 91436

IV

A. The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. This Corporation is authorized to provide for, whether by bylaw, agreement or otherwise, the indemnification of agents (as defined in Section 317 of the California General Corporation Law) of this Corporation in excess of that expressly permitted by such Section 317 for those agents, for breach of duty to this Corporation and its shareholders to the extent permissible under California law (as now or hereafter in effect). In furtherance and not in limitation of the powers conferred by statute:

(1) this Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation, or is serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not this Corporation would have the power to indemnify against such liability under the provisions of law; and

(2) this Corporation may create a trust fund, grant a security interest and/or use other means (including, without limitation, letters of credit, surety bonds and/or other similar arrangements), as well as enter into contracts providing indemnification to the fullest extent authorized or permitted by law and including as part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein, or elsewhere.

No such bylaw, agreement or other form of indemnification shall be interpreted as limiting in any manner the rights which such agents would have to indemnification in the absence of such bylaw, agreement or other form of indemnification.

C. Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation existing at the time of such repeal or modification.

V

This Corporation is authorized to issue one class of shares, designated Common Stock, par value \$0.001 ("Common Stock".) The number of shares of Common Stock authorized to be issued is 1,000.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation this 22nd day of September, 2004.



Daniel F. Plucinski
Incorporator