

BY-LAWS OF
INDRAMACH CORPORATION

Article I

OFFICES

Section 1. PRINCIPAL OFFICE.

The principal office for the transaction of business of the corporation is hereby fixed and located at 1608 Huntington Drive, in the City of South Pasadena, County of Los Angeles, State of California. The Board of Directors is hereby granted full power and authority to change said office from one location to another in said county. Any such change shall be noted on the by-laws by the secretary of the corporation.

Section 2. OTHER OFFICES.

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

Article II

SHAREHOLDERS: MEETINGS AND VOTING

Section 1. PLACE OF MEETINGS.

All annual meetings of the shareholders shall be held at the principal office of the corporation. All other meetings of stockholders shall be held either at the principal office or at any other place within or without the State of California which may be designated either by the Board of Directors or by the written consent of all persons entitled to vote thereat, given either before or after the meeting and filed with the secretary of the corporation.

Section 2. ANNUAL MEETINGS.

The annual meeting of the shareholders shall be held on the 2nd Tuesday of October in each year, if not a legal holiday, and if such day is a legal holiday, then on the next succeeding Tuesday which is not a holiday, at the hour of 2:00 P.M. At such meetings the shareholders shall elect a Board of Directors, consider reports of the affairs of the corporation, and transact such other business as may properly be brought before the meeting.

PLAINTIFF'S
EXHIBIT
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Section 3. SPECIAL MEETINGS.

Special meetings of the shareholders, for any purpose or purposes whatsoever, may be called at any time by the President, or by the Board of Directors, or by any two or more members thereof, or by one or more shareholders holding not less than one-fifth of the voting power of the corporation.

Section 4. NOTICE OF MEETINGS.

Notices of meetings, annual or special, shall be given in writing to shareholders entitled to vote by the Secretary or the Assistant Secretary, or if there be no such officer, or in case of his neglect or refusal, by any director or shareholder, or as provided in the Corporations Code of the State of California.

Such notices shall be sent to the shareholder's address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice, not less than ten days before such meeting.

Notice of any meeting of shareholders shall specify the place, the day and the hour of meeting. Notice of a special meeting shall also specify the general nature of the business to be transacted.

Section 5. ADJOURNED MEETINGS.

Any shareholders' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares represented at the meeting in person or by proxy, but in the absence of a quorum no other business may be transacted at any such meeting. At such adjourned meeting, if a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally notified.

When a shareholders' meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 6. CONSENT TO SHAREHOLDER'S MEETINGS.

The transactions of any meeting of shareholders, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after

the meeting, each of the shareholders entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Executors, administrators, guardians, trustees and other fiduciaries entitled to vote shares may sign such waivers, consents or approvals.

Any action which may be taken at a meeting of the shareholders may be taken without a meeting if authorized by a writing signed by all of the holders of shares who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the corporation.

Section 7. QUORUM.

The holders of a majority of the shares entitled to vote thereat, present in person, or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the shareholders for the transaction of business unless otherwise provided by law.

Section 8. VOTING RIGHTS: CUMULATIVE VOTING.

All persons provided by law, or in whose names shares entitled to vote stand on the stock records of the corporation on the day of any meeting of shareholders, unless some other day be fixed by the Board of Directors for the determination of shareholders of record, and then on such other day, shall be entitled to vote at such meeting.

Every shareholder entitled to vote shall be entitled to one vote for each of said shares and shall have the right to accumulate his votes as provided in the Corporations Code of the State of California.

Section 9. PROXIES.

Every shareholder entitled to vote, or to execute consents, may do so either in person or by one or more agents authorized by a written proxy duly executed and filed with the Secretary of the corporation.

Article III

DIRECTORS: MANAGEMENT

Section 1. POWERS.

Subject to the limitation of the Articles of Incorporation, of the By-Laws, and of the laws of the State of

California as to action to be authorized or approved by the shareholders, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by, a Board of Directors.

The Board of Directors shall have the power to appoint an executive committee and other committees, and may delegate to the executive committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except the power to declare dividends and to adopt, amend, or repeal by-laws. The Board of Directors shall have the power to prescribe the time and place of meetings and the manner in which the proceedings of the executive committee and other committees shall be conducted. The executive committee shall be composed of two or more directors.

Section 2. NUMBER AND QUALIFICATION.

The authorized number of Directors of the corporation shall be five, until changed by amendment to the Articles of Incorporation and by an amendment to this Section 2, Article III, of these By-Laws, adopted by the vote or written assent of the shareholders as provided by law.

Section 3. ELECTION AND TENURE OF OFFICE.

The Directors shall be elected at the annual meeting of shareholders, to serve for one year and until their successors are elected and have qualified. If any such annual meeting is not held, or Directors are not elected thereat, the Directors may be elected at any special meeting of stockholders held for that purpose.

Section 4. VACANCIES.

(a) A vacancy in the Board of Directors shall exist in case of the death, resignation or removal of any Director, or if the shareholders shall increase the authorized number of Directors but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect the additional Directors so provided for, or in case the shareholders fail at any time to elect the full number of authorized Directors.

(b) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

(c) Vacancies in the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director

so elected shall hold office until his successor is elected at an annual meeting of shareholders or at a special meeting called for that purpose.

(d) The shareholders may at any time elect a Director to fill any vacancy not filled by the Directors, and may elect the additional Directors at any meeting at which an amendment of the by-laws is voted authorizing an increase in the number of Directors.

(e) If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board, or the shareholders, shall have power to elect a successor to take office when the resignation shall become effective.

Section 5. REMOVAL OF DIRECTORS.

The entire Board of Directors or any individual Director may be removed from office by the shareholders as provided by the Corporations Code of the State of California.

Section 6. PLACE OF MEETING.

Meetings of the Board of Directors shall be held at the principal office of the corporation, or at such other place, within or without the State of California, as may be designated by resolution of the Board of Directors or written consent of all the members of the Board. Any meeting shall be valid, wherever held, if held by the written consent of all members of the Board of Directors, given either before or after the meeting and filed with the Secretary of the corporation.

Section 7. ORGANIZATION MEETINGS.

The organization meetings of the Board of Directors shall be held immediately following the annual meetings of shareholders. Notice of such meeting is hereby dispensed with.

Section 8. OTHER REGULAR MEETINGS.

Other regular meetings of the Board of Directors shall be held at such times as may be designated by resolution of the Board of Directors.

Section 9. SPECIAL MEETINGS--NOTICES.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or, if he is absent or unable or refuses to act, by any Vice President or by any two Directors.

Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by letter or by telegram, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four hours prior to the time of the holding of the meeting. Such mailing, telegraphing, or delivery as above provided shall be due, legal and personal notice to such Director.

Section 10. NOTICE OF ADJOURNMENT.

Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 11. WAIVER OF NOTICE.

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the Secretary of the corporation.

Section 12. QUORUM AND VOTE.

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum, the Directors present may adjourn from time to time, but may not transact any business.

The action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act.

Section 13. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the Directors individually or collectively consent in writing to such action. Such written consent or consents

shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same effect as a unanimous vote of the Directors. Any certificate or document which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the by-laws authorize the Directors so to act.

ARTICLE IV

OFFICERS

Section 1. OFFICERS.

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall be elected by, and hold office at the pleasure of, the Board of Directors. The corporation may have, at the discretion of the Board of Directors, a Chairman of the Board of Directors, additional Vice Presidents, Assistant Secretaries, Assistant Treasurers and any other officers. One person may hold two or more offices, except those of President and Secretary.

Section 2. ELECTION, TENURE, AND COMPENSATION.

The officers of the corporation shall be chosen annually by the Board of Directors, and each shall hold office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified. The compensation of officers shall be fixed by the Board of Directors.

Section 3. REMOVAL AND RESIGNATION.

Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled

in the manner prescribed in the by-laws for regular appointments to such office.

Section 5. PRESIDENT.

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the shareholders and of the Board of Directors. He shall be ex-officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the by-laws.

Section 6. VICE PRESIDENTS.

The Vice Presidents shall, in the order designated by the Board of Directors, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

Section 7. SECRETARY.

The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and Shareholders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of shares present or represented at shareholders' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a share register, or a duplicate share register, showing the names of the shareholders and their addresses; the number and classes of shares held by each; the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the Board of Directors required by the by-laws or by law to be given; he shall keep the seal of the corporation and affix said seal to all documents requiring a seal, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws.

Section 8. TREASURER.

The Treasurer shall receive and keep all the funds of the corporation; and pay them out only on the check of the corporation, signed in the manner authorized by the Board of Directors.

Section 9. ASSISTANTS.

Any Assistant Secretary or Assistant Treasurer, respectively, may exercise any of the powers of Secretary or Treasurer, respectively, as provided in these by-laws or as directed by the Board of Directors, and shall perform such other duties as are imposed upon them by the by-laws or the Board of Directors.

Section 10. SUBORDINATE OFFICERS.

The Board of Directors may from time to time appoint such subordinate officers or agents as the business of the corporation may require, fix their tenure of office and allow them suitable compensation.

Article V

CORPORATE RECORDS AND REPORTS--INSPECTION

Section 1. RECORDS.

The corporation shall maintain adequate and correct accounts, books and records of its business and properties. All of such books, records and accounts shall be kept at its principal place of business.

Section 2. INSPECTION OF BOOKS AND RECORDS.

All books and records provided for in the Corporations Code of the State of California shall be open to inspection of the shareholders from time to time and in the manner provided in said Code, and by the Directors as provided in said Code.

Section 3. CERTIFICATION AND INSPECTION OF BY-LAWS.

The original or a copy of these by-laws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the shareholders and Directors of the company, as provided by the Corporations Code of the State of California.

Section 4. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. CONTRACTS, ETC.--HOW EXECUTED.

The Board of Directors, except as in the by-laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6. ANNUAL REPORT.

The Board of Directors shall cause to be sent to the shareholders, not later than one hundred twenty days after the close of the fiscal or calendar year, a balance sheet as of the closing date of such year, together with a statement of income and profit and loss for such year. These financial statements shall be certified to by the President, Secretary, Treasurer or a public accountant.

Article VI

CERTIFICATES AND TRANSFER OF SHARES

Section 1. CERTIFICATES FOR SHARES.

Certificates for shares shall be of such form and device as the Board of Directors may designate and shall state the name of the record holder of the shares represented thereby; its number; date of issuance; the number of shares for which it is issued; the par value, if any, or a statement that such shares are without par value; a statement of the rights, privileges, preferences and restrictions, if any; a statement as to redemption or conversion, if any; a statement of liens or restrictions upon transfer or voting, if any; if the shares be assessable, or, if assessments are collectible by personal action, a plain statement of such facts.

Every certificate for shares must be signed by the President or a Vice President and the Secretary or an

Assistant Secretary or must be authenticated by facsimiles of the signatures of the President and Secretary or by a facsimile of the signature of its President and the written signature of its Secretary or an Assistant Secretary. Before it becomes effective, every certificate for shares authenticated by a facsimile of a signature must be countersigned by a transfer agent or transfer clerk and must be registered by an incorporated bank or trust company, either domestic or foreign, as registrar of transfers.

Section 2. TRANSFER ON THE BOOKS.

Upon surrender to the Secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 3. LOST OR DESTROYED CERTIFICATES.

Any person claiming a certificate of stock to be lost or destroyed shall make an affidavit or affirmation of that fact and advertise the same in such manner as the Board of Directors may require, and shall if the Directors so require give the corporation a bond of indemnity, in form and with one or more sureties satisfactory to the Board, in at least double the value of the stock represented by said certificate, whereupon a new certificate may be issued of the same tenor and for the same number of shares as the one alleged to be lost or destroyed.

Section 4. TRANSFER AGENTS AND REGISTRARS.

The Board of Directors may appoint one or more transfer agents or transfer clerks, and one or more registrars, which shall be an incorporated bank or trust company - either domestic or foreign, who shall be appointed at such time and places as the requirements of the corporation may necessitate and the Board of Directors may designate.

Section 5. CLOSING STOCK TRANSFER BOOKS.

The Board of Directors may close the transfer books in their discretion for a period not exceeding thirty days preceding any annual or special meeting of the shareholders, or the day appointed for the payment of a dividend.

Article VII

CORPORATE SEAL

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation, and the word California.

Article VIII

AMENDMENTS TO BY-LAWS

Section 1. BY SHAREHOLDERS.

New by-laws may be adopted or these by-laws may be repealed or amended by a vote of shareholders entitled to exercise a majority of the voting power of the corporation, or by written assent of such shareholders, except as otherwise provided by law or by the Articles of Incorporation.

Section 2. BY BOARD OF DIRECTORS.

Subject to the right of the shareholders to adopt, amend or repeal by-laws, as provided in Section 1 of this Article VIII, the Board of Directors may adopt, amend or repeal any by-law other than a by-law, or amendment thereof, changing the authorized number of Directors.

Section 3. RECORD OF AMENDMENTS.

Whenever an amendment or new by-law is adopted, it shall be copied in the minute book of the corporation with the original by-laws, in the appropriate place. If any by-law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of INDRAMACH CORPORATION, and that the above and foregoing By-Laws were adopted as the By-Laws of said corporation on the 24th day of October, 1963, by the persons appointed in the Articles of Incorporation to act as the first directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of October, 1963.

WITNESSES:

Renée Schenck
Secretary

Tested and attested to before me on the

day of October, 1963.

RECORDED IN RECORD OF AMENDMENTS

BEFORE THE
DEPARTMENT OF INVESTMENT
DIVISION OF CORPORATIONS
OF THE
STATE OF CALIFORNIA

In the matter of the application of

INDRAMACH CORPORATION

for a permit authorizing the sale and
issuance of securities.

PERMIT

File No. 1971111A

Receipt No. LA312452

**This Permit Does Not Constitute a Recommendation or
Endorsement of the Securities Permitted To Be
Issued, But Is Permissive Only**

INDRAMACH CORPORATION,

a California corporation, is hereby authorized to sell and
issue its securities as hereinbelow set forth:

1. To sell and issue an aggregate of not to exceed
100 of its shares to

Sierra Film Company, a California corporation,

at \$500.00 per share, for cash, lawful money of the
United States, for the uses and purposes recited
in its application filed on October 25, 1963
and so as to net applicant the full amount of
the selling price thereof.

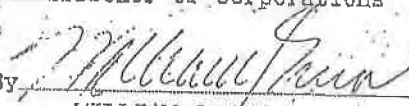
This permit is issued upon the following condition:

(a) That unless revoked or suspended, or renewed upon
application filed on or before the date of expiration specified
in this condition, all authority to sell securities under para-
graph 1 of this permit shall terminate and expire on October 28, 1964.
All other paragraphs and/or conditions of this permit, if any,
shall remain in full force and effect until revoked, suspended
or amended by order of the Commissioner.

Dated: Los Angeles, California

OCTOBER 29 1963

JOHN C. SOMIESKI
Commissioner of Corporations

By 
WILLIAM GREEN
Supervising Deputy

LMJ:al
Corp. Form A-3

13303 9-65 104 ② EPO

Certificate

No. 1

For 100 Shares

Issued to

SIERRA TALC COMPANY

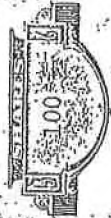
Dated October 30 1963

Transferred from transferred

Dated	No Original Certificate	No of Shares Transferred
		<u>19</u>

Received Certificate No. 19
for 19 Shares

Incorporated under the laws of the State of California



INDRAMACH CORPORATION

Authorized Capital: \$25,000

\$100.00 Per Value

This Certifies that SIERRA TALC COMPANY is the owner
holder of ONE HUNDRED Shares of the Capital Stock of
INDRAMACH CORPORATION

for payment of the shares, register of said corporation, in person or by duly authorized
Attorney-in-fact or member of this Corporation properly authorized or assigned.
In witness whereof, the President of the Corporation and the signatories of
its duly authorized officers

Dated October 30, 1963

W. H. Jones Secretary

W. H. Jones President



For Value Received _____ hereby sell assign and transfer unto _____

Shares represented by the within Certificate and do hereby irrevocably constitute and appoint _____ Attorney

To transfer the said shares in the share register of the within named Corporation, with full power of substitution in the premises

Printed _____ 19__

In presence of

MULTIPLE, THE SIGNATURE OF THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLIGHTENMENT, OR ANY CHANGE WHATSOEVER.