

BY-LAWS

OF

TYLER NO-HUB COMPANY

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office shall be 100 West Tenth Street, City of Wilmington, County of New Castle, State of Delaware.

Section 2. Other Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Meetings. Meetings of stockholders for any purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meeting. Annual meetings of stockholders shall be held at such time and place as the Board of Directors by resolution shall determine, at which meeting the shareholders shall elect by plurality vote a Board of Directors, and transact such other business as may properly be brought before the meeting.

Section 3. Notice of Annual Meeting. Written notice of the annual meeting shall be given to each stockholder entitled to vote thereat at least ten days before the date of the meeting.

Section 4. List of Stockholders. A complete list of the stockholders entitled to vote at any election of directors, arranged in alphabetical order and showing the address of each stockholder and the number of voting shares held by each, shall be prepared by the officer in charge of the stock ledger and shall be filed at the place where the election is to be held or at another place within the city, town or village where the election is to be held (which place, if other than the meeting place, shall be specified in the notice of the meeting) at least ten (10) days before such election, and shall at all times prior to the election during the usual hours for business, and during the whole time of said election, be open to examination and inspection of any stockholder.

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Section 5. Record Date. The Board of Directors may fix in advance a date, not exceeding fifty, preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of stockholders for any purpose, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, and any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, or to give such consent, in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid. The stock transfer books of the corporation shall not be closed in connection with the taking of such record.

Section 6. Special Meeting. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 7. Notice of Special Meeting. Written notice of a special meeting of the stockholders, stating the time, place and object thereof, shall be given to each stockholder entitled to vote thereat, at least ten days before the date fixed for the meeting.

Section 8. Business at Special Meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 9. Quorum. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

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Section 10. Voting. When a quorum is present at any meeting the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 11. Proxy. Except as provided in the certificate of incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder. No proxy shall be voted on after three years from its date, unless the proxy provides for a longer period, and, except where the transfer books of the corporation have been closed or a date has been fixed as a record date for the determination of its stockholders entitled to vote, no share of stock shall be voted on at any election for directors which has been transferred on the books of the corporation within twenty days next preceding such election of directors.

Section 12. Consent of Stockholders in Lieu of Meeting. Any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III

DIRECTORS

Section 1. Number of Directors. The number of directors shall be the number fixed from time to time by resolution of the Board of Directors; provided that the number shall not be less than one (1) nor more than nine (9). Unless otherwise provided in the certificate of incorporation, the directors shall be elected annually and each director shall continue in office until his successor shall have been elected and qualified, or until his death, or until he shall resign, or shall have been removed for adequate cause. Directors need not be stockholders.

Section 2. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, and the directors so chosen shall hold

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office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced.

Section 3. Management of Business. The business and affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

Section 4. Meetings. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Delaware. Members of the Board of Directors of the corporation, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 5. Annual Meeting. The first meeting of each newly elected Board of Directors shall be held immediately following the meeting of stockholders at which such directors were elected, or be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event such meeting is not held immediately following the annual meeting, or at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 6. Regular Meeting. Regular meetings of the Board of Directors shall be held without special notice at such time and at such place as shall from time to time be determined by the Board.

Section 7. Special Meeting. Special meetings of the Board of Directors may be called by the Chairman of the Board or by the President, or, on the written request of two directors, by the Secretary on twenty-four hours' notice to each director either personally or by mail or telegram.

Section 8. Quorum. At any stated or special meeting of the Board of Directors a majority of the directors at the time in office (but not less than one-third of the whole board) shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors except as may be otherwise specifically provided by statute or by the certificate of incorporation. In the absence of a quorum a majority of the directors present may adjourn any meeting from time to time until a quorum is present. No notice of any adjourned meeting need be given.

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Section 9. Committees of Directors. The Board of Directors by resolution adopted by affirmative vote of a majority of the board, appoint one or more committees, including, but not limited an executive committee, each committee to consist of one or more the directors of the corporation. At any meeting of the committees majority of the members of the committee shall constitute a quorum the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the of the committee. Any such committee or committees, other than the cutive committee, appointed by the Board of Directors shall have and exercise only the power of recommending action to the Board of ctors and of carrying out and implementing any instructions or any cies, plans and programs theretofore approved and adopted by the rd of Directors. The executive committee shall, during the intervals between meetings of the Board of Directors, have and may exercise of the powers of the Board of Directors in the management of the ness and affairs of the corporation (except those powers specifically served to the Board of Directors by statute), including the election appointment of officers of the corporation (other than the President, retary and Treasurer), may authorize the seal of the corporation to affixed to all papers which may require it, may authorize the dation of dividends and may authorize the issuance of stock of the oration. Meetings of the executive committee may be called and ces given in the same manner as calling and giving notice of special meetings of the Board of Directors. The committees shall keep lar minutes of their proceedings and report the same to the Board Directors, when required.

Section 10. Compensation of Directors. The directors may be their expenses, if any, of attendance at each meeting of the Board Directors, be paid a fixed sum for attendance at each meeting of Board of Directors or a stated salary as a director. No such payment shall preclude any director from serving the corporation in any her capacity and receiving compensation therefor. Members of cial or standing committees may be allowed like compensation for tending committee meetings.

ARTICLE IV

NOTICES

Section 1. Form of Notice. Notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books the corporation. Notice by mail shall be deemed to be given at time when the same shall be mailed, postage prepaid. Notice to directors may also be given personally and by telegram.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed

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by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

ARTICLE V

OFFICERS

Section 1. In General. The elected officers of the corporation shall be a President, one or more Vice Presidents, with or without such descriptive titles as the Board of Directors shall deem appropriate, a Secretary, a Treasurer, and, Board of Directors by resolution may also appoint one or more other Assistant Secretaries, Assistant Treasurers, Controller, Assistant Controllers and such other officers and agents as from time to time may appear to be necessary or advisable in the conduct of the affairs of the corporation. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. Election. The Board of Directors at its first meeting after each annual meeting of stockholders shall elect and appoint the officers to fill the positions designated in Section 1 of this Article V.

Section 3. Salaries. The salaries of all elected officers of the corporation shall be fixed by the Board of Directors.

Section 4. Term of Office and Removal. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors, or by the executive committee if acting pursuant to Article III, Section 9 above.

Section 5. Chairman of the Board. The Chairman of the Board shall preside when present at all meetings of the Board of Directors. He shall advise and counsel the President and other officers of the corporation, and shall exercise such powers and perform such duties as shall be assigned to or required of him from time to time by the Board of Directors.

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Section 6. President. The President shall be the chief executive officer of the corporation, and, subject to the provision of these by-laws, shall have general supervision of the affairs of the corporation and shall have general and active control of all its business. He shall preside, when present, at all meetings of stockholders, except as may otherwise be provided by statute, and, in the absence of any other person designated thereto by these by-laws, at all meetings of the Board of Directors and the executive committee, respectively. He shall have general authority to execute bonds, deeds, and contracts in the name of the corporation and to affix the corporate seal thereto; to sign stock certificates; to cause the employment or appointment of such employees and agents of the corporation as the proper conduct of operations may require, and to remove or suspend any employee or agent who shall have been employed or appointed under his authority or under authority of an officer subordinate to him; to suspend for cause, pending final action by the authority which shall have elected or appointed him, any officer subordinate to the President, and, in general, to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided in these by-laws. In the absence of the President, his duties shall be performed and his powers may be exercised by such other officer as he shall designate in writing or (failing such designation) by the executive committee, subject in either case to review and superseding action by the Board of Directors.

Section 7. Vice Presidents. The several Vice Presidents shall perform all such duties and services as shall be assigned to or required of them from time to time by the Board of Directors, the executive committee or the President.

Section 8. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all proceedings of the meetings of the stockholders of the corporation and of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and meetings of the Board of Directors. He shall be under the supervision of the President and shall perform such other duties as may be prescribed by the President. He shall have charge of the seal of the corporation and have authority to affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary, which may be in facsimile. He shall keep and account for all books, documents, papers and records of the corporation except those for which some other officer or agent is properly accountable. He shall have authority to sign stock certificates, and shall generally perform all the duties usually appertaining to the office of the secretary of a corporation.

Section 9. Assistant Secretaries. Assistant Secretaries in order of their seniority, unless otherwise determined by the Board

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of Directors, shall assist the Secretary, and in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 10. Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have active control of it; shall be responsible for all matters pertaining to the finances of the corporation and its subsidiaries. He shall have charge of all matters pertaining to taxation and insurance. He shall have the care and custody of all moneys, funds and securities of the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by or pursuant to resolution of the Board of Directors. He shall cause to be recorded a statement of all receipts and disbursements of the corporation in order that proper entries may be made in the books of account. He shall have the power to sign stock certificates, to endorse for deposit or collection, or otherwise, all checks, drafts, notes, bills of exchange, or other commercial paper payable to the corporation, and to give proper receipts or discharges for all payments to the corporation. He shall be responsible for all forms of credit granted by the corporation and for the collection of all its accounts. The Treasurer shall be under the supervision of the President and he shall perform such other duties as may be prescribed by the President. If required by the Board of Directors, the Treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. He shall report to the Board of Directors and to the executive committee when requested by the President on all and all financial matters not normally the responsibility of the Controller.

Section 11. Assistant Treasurers. The Assistant Treasurers, in the order of their seniority, unless otherwise determined by the Board of Directors, shall assist the Treasurer, and in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 12. Controller. The Controller shall be the chief accounting officer of the corporation and its subsidiaries and shall be responsible for all matters pertaining to the accounts of the corporation, its subsidiaries and divisions, with the supervision of the form of account, their installation, arrangement, and classification. He shall maintain adequate records of all assets, liabilities, and transactions; shall audit all payrolls and vouchers for payment by the corporation and all documents pertaining to such vouchers; see

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that an adequate system of internal audits thereof is currently and regularly maintained; coordinate the efforts of the company's independent public accountants in its external audit program; receive, review, and consolidate all operating and financial statements of the corporation and its various departments and subsidiaries; and, prepare financial statements, reports and analyses. He shall cause to be maintained an adequate system of financial control through a program of budgets, financial planning and interpretive reports. He shall initiate and enforce measures and procedures whereby the business of the corporation and its subsidiaries and divisions shall be conducted with the maximum safety, efficiency, and economy. He shall prepare a monthly report covering the operating results and financial position of the corporation, its subsidiaries and divisions. The Controller shall be under the supervision of the President and he shall perform such other duties as may be prescribed by the President.

Section 13. Assistant Controllers. The Assistant Controller, in the order of their seniority unless otherwise determined by the Board of Directors, shall assist the Controller, and in the absence or disability of the Controller, perform the duties and exercise the powers of the Controller. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VI

INDEMNIFICATION

Section 1. Generally. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Actions By or In the Right of the Corporation. The corporation shall indemnify any person who was or is a party or is

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atened to be made a party to any threatened, pending or completed
ion or suit by or in the right of the corporation to procure a
ment in its favor by reason of the fact that he is or was a direc-
, officer, employee or agent of the corporation, or is or was serv-
at the request of the corporation as a director, officer, employee
agent of another corporation, partnership, joint venture, trust or
er enterprise against expenses (including attorneys' fees) actually
reasonably incurred by him in connection with the defense or settle-
of such action or suit if he acted in good faith and in a manner
reasonably believed to be in or not opposed to the best interests of
corporation and except that no indemnification shall be made in re-
t of any claim, issue or matter as to which such person shall have
adjudged to be liable for negligence or misconduct in the perfor-
s of his duty to the corporation unless and only to the extent
the Court of Chancery or the court in which such action or suit
brought shall determine upon application that, despite the adjudi-
ion of liability but in view of all the circumstances of the case,
person is fairly and reasonably entitled to indemnity for such ex-
es which the Court of Chancery or such other court shall deem proper.

Section 3. Incidental Expenses. To the extent that a direc-
officer, employee or agent of the corporation has been successful
the merits or otherwise in defense of any action, suit or proceed-
referred to in Sections (1) and (2), or in defense of any claim,
or matter therein, he shall be indemnified against expenses (in-
ing attorneys' fees) actually and reasonably incurred by him in
ection therewith.

Section 4. Authorization by Board of Directors. Any indemni-
ation under Sections (1) and (2) (unless ordered by a court) shall
made by the corporation only as authorized in the specific case
a determination that indemnification of the director, officer,
loyee or agent is proper in the circumstances because he has met
applicable standard of conduct set forth in Sections (1) and (2).
determination shall be made (a) by the Board of Directors by a
rity vote of a quorum consisting of directors who were not parties
such action, suit or proceeding, or (b) if such a quorum is not ob-
ainable, or, even if obtainable a quorum of disinterested directors
directs, by independent legal counsel in a written opinion, or (c)
the stockholders.

Section 5. Payments in Advance. Expenses incurred in defend-
a civil or criminal action, suit or proceeding may be paid by the
oration in advance of the final disposition of such action, suit
proceeding as authorized by the Board of Directors in the manner
ided in Section (4) upon receipt of an undertaking by or on be-
of the director, officer, employee or agent to repay such amount
ess it shall ultimately be determined that he is entitled to be
nified by the corporation as authorized in this Article.

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Section 6. Rights Hereunder not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any charter provision, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust 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 the corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE VII

CERTIFICATES REPRESENTING STOCK

Section 1. Form of Certificates. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the President or Vice President and the Treasurer or an Assistant Treasurer or the Secretary and an Assistant Secretary of the corporation, certifying the number of shares owned by him in the corporation. If the corporation shall be authorized to issue more than one class of stock, the designations, preferences and relative, participating, optional or other special rights of each class and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class of stock; provided, however, except as otherwise provided by statute in lieu of the foregoing requirements, there may be set forth on the face or the back of the certificate which the corporation shall issue to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests, the designations, preferences and relative, participating, optional or other special rights of each class of stock or shares thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 2. Facsimile Signatures. Where a certificate is signed (1) by a transfer agent other than the corporation or an employee of such transfer agent or (2) by a registrar or an employee of such registrar, the signature of any such President, Vice President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary may

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facsimile. In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on, any such certificate or certificates shall cease to be such officer or officers of the corporation whether because of death, resignation or otherwise, before such certificate or certificates have been delivered by the corporation such certificate or certificates may nevertheless be adopted by the corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the corporation.

Section 3. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

Section 4. Transfer of Stock. Upon surrender to the corporation or the 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 cause a new certificate to be issued to the person entitled thereto, the old certificate to be cancelled and the transaction to be recorded upon its books.

Section 5. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments, a person registered on its books as the owner of shares, and shall not be bound to recognize an equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 6. Stock Options and Agreements. Any stockholder of this corporation may enter into agreements giving to any other stockholder or stockholders or any third party an option to purchase any of his stock in the corporation; and such shares of stock shall thereupon be subject to such agreement and transferable only upon proof of compliance therewith, provided, however, that a copy of such agreement be filed with the corporation and reference thereto placed upon the certificates representing said shares of stock.

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be facsimile. In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on, any such certificate or certificates shall cease to be such officer or officers of the corporation whether because of death, resignation or otherwise, before such certificate or certificates have been delivered by the corporation such certificate or certificates may nevertheless be adopted by the corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the corporation.

Section 3. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

Section 4. Transfer of Stock. Upon surrender to the corporation or the 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 cause a new certificate to be issued to the person entitled thereto, the old certificate to be cancelled and the transaction to be recorded upon its books.

Section 5. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments, a person registered on its books as the owner of shares, and shall not be bound to recognize an equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 6. Stock Options and Agreements. Any stockholder of this corporation may enter into agreements giving to any other stockholder or stockholders or any third party an option to purchase any of his stock in the corporation; and such shares of stock shall thereupon be subject to such agreement and transferable only upon proof of compliance therewith, provided, however, that a copy of such agreement be filed with the corporation and reference thereto placed upon the certificates representing said shares of stock.

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ARTICLE VIII

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Reserves. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think, proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purposes as the directors shall think conducive to the interest of the corporation and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 3. Annual Statement. The Board of Directors shall present at each annual meeting and when called for by a vote of the stockholders at any special meeting of the stockholders, a full and clear statement of the business and condition of the corporation.

Section 4. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as may from time to time be designated by or pursuant to resolution of the Board of Directors.

Section 5. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 6. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE IX

AMENDMENTS

Section 1. Amendments. These by-laws may be altered, amended, or repealed at any regular meeting of the stockholders or of the Board of Directors or any special meeting of the stockholders or of the Board of Directors if notice of such alteration or repeal be contained in the notice of such special meeting. No change of the time or place of the meeting for the election of directors shall be made within sixty days next before the day on which such meeting is to be held, and in case of any change of such time or place, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post office address at least twenty days before the meeting is held.

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