

FILED EFFECTIVE

STATEMENT OF DOMESTICATION

09 JUN 26 AM 10:03

From Idaho Corporation to Delaware Corporation
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of the Idaho Entity Transactions Act (the "Act") the undersigned corporation, having approved and complied with the terms and conditions of the domestication in accordance with Idaho Code § 30-18-505 of the Act, does adopt this Statement of Domestication as follows:

1. The name and type of domesticating entity:

GRAND NIAGARA MINING AND DEVELOPMENT COMPANY

Filing No. C28199

A corporation organized and existing under the laws of the State of Idaho.

2. The name and jurisdiction of organization of the domesticated entity:

SANOMEDICS INTERNATIONAL HOLDINGS, INC.

State of Delaware

File No. 4673872

3. The Statement of Domestication was approved in accordance with Idaho Code § 30-18-505 (2008) by the shareholders as follows:

- | | |
|---|-----------|
| a. The number of shares entitled to vote: | 5,100,000 |
| b. The number voting for domestication: | 2,555,000 |
| c. The number voting against domestication: | 0 |

4. The domestication was approved in accordance with Delaware General Corporations Law Section 365.

A copy of the file-stamped Statement of Conversion and Articles of Incorporation is attached as filed and stamped by the Secretary of State of the State of Delaware.

5. Upon Domestication, the resulting entity shall be a successor with respect to all of the assets, rights, interests, obligations, and liabilities of the converting entity.

A copy of the Bylaws for the Delaware corporation is attached

IDAHO SECRETARY OF STATE
06/26/2009 05:00
CK: NONE CT: 1117 BH: 1176501
1 @ 30.00 = 30.00 DOMESTICATION # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C 28199

6. The shareholders of the converting entity representing a majority of the shares entitled to vote of the converting entity have approved the Domestication pursuant to Idaho Code § 30-18-503 (a)(ii)(2008).

DATED: June 25, 2009

By:


Keith Houlihan, President and Chairman

**WRITTEN CONSENT
OF THE BOARD OF DIRECTORS AND SHAREHOLDER
OF
GRAND NIAGARA MINING AND DEVELOPMENT COMPANY**

The undersigned, being the sole director (the "Board of Directors") of GRAND NIAGARA MINING AND DEVELOPMENT COMPANY f/k/a NIAGARA MINING & DEVELOPMENT CO., INC., a Idaho corporation (the "Company"), and a shareholder of the Company that represents a majority of the issued and outstanding common stock of the Company (the "Shareholder") hereby consent, pursuant to the By-Laws of the Company and the business and corporate laws of the State of Idaho, to the adoption of the following resolutions set forth in Appendix A attached hereto, without a meeting with the same force and effect as if said resolutions had been duly adopted at a meeting of the Board of Directors and shareholders of the Company:

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 1st day of April 2009.

Member of the Board of Directors:


Keith Houlihan, Sole Director

THIS SIGNATURE ONLY

Shareholder:

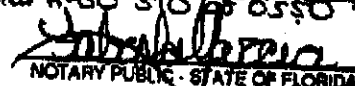
Sanomedics International Holdings, Inc. (a Nevada corporation)

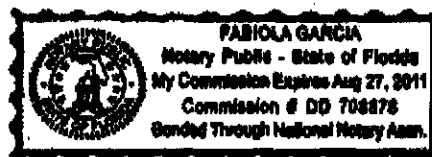
By: 
Keith Houlihan, President

THIS SIGNATURE ONLY

STATE OF FLORIDA
COUNTY OF Miami-Dade
THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED
BEFORE ME THIS 01st DAY OF June, 2009.

BY: Keith Houlihan AS President/Sole Director
FOR: Sanomedics International Holdings, Inc.


NOTARY PUBLIC - STATE OF FLORIDA



Appendix A

WHEREAS, that the Board of Directors and Shareholder have deemed it advisable and in the best interest of the Company pursuant to the Idaho and Delaware corporate law to: (a) change the domicile of the Company from the State of Idaho to the State of Delaware; (b) change the name of the Company to "Sanomedics International Holdings, Inc."; and (c) increase the total number of authorized shares of capital stock of the Company to Two Hundred Fifty Million One Thousand (250,001,000) shares which shall consist of: (i) Two Hundred Fifty Million (250,000,000) shares of common stock, par value \$0.001 per share, and (ii) One Thousand (1,000) shares of preferred stock, par value \$0.001 per share; by way of filing a Certificate of Conversion from a non-Delaware Corporation to a Delaware Corporation together with a Certificate of Incorporation of the Company (collectively, the "Conversion Documents") with Secretary of State of the State of Delaware, attached hereto as Exhibit A; and it is further;

WHEREAS, the Board of Directors and Shareholder have deemed it advisable and in the best interest of the Company to consolidate the number of outstanding shares of common stock in the Company ("Shares") by way of a reverse stock split in the amount of Twenty Five (25) Shares for One (1) Share by way of filing a certificate of amendment to the certificate of incorporation (Delaware) of the Company (the "Reverse Amendment") with Secretary of State of the State of Delaware, attached hereto as Exhibit B; and further;

NOW THEREFORE BE IT RESOLVED, that the Company be, and hereby is, authorized and empowered to file the Conversion Documents with Secretary of State of the State of Delaware pursuant to Delaware and Idaho corporate law and consummate the corporate actions contemplated therein; and be it further;

RESOLVED, that the Company be, and hereby is, authorized and empowered to effect a reverse stock split (the "Split") in the amount of Twenty Five (25) Shares for One (1) Share to take effect upon approval of NASDAQ market operations; and be it further;

RESOLVED, that the Company be, and hereby is, authorized and empowered to file the Reverse Amendment with Secretary of State of the State of Delaware pursuant to Delaware corporate law and consummate the corporate actions contemplated therein; and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized and empowered, on behalf of and in the name of the Company, to execute, deliver, and perform the Conversion Documents, the Split, the Reverse Amendment and each of the exhibits and schedules thereto and all other agreements, instruments and documents in connection therewith and each of the corporate action and transactions contemplated by the above resolutions (collectively, the "Transactions") with such amendments, modifications and supplements thereto as the officers of the Company, or any of them acting singly, shall approve, the execution by the officers, or any of them acting singly, to constitute conclusive evidence of the approval of the terms of the Transactions, and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized and empowered, on behalf of and in the name of the Company, to take any and all

further action necessary, appropriate or desirable in connection with the Conversion Documents, the Split, the Reverse Amendment, each of the other documents described or otherwise defined therein, and the Transactions, including, without limitation, the execution, delivery and filing on behalf of and in the name of the Company of all such amendments thereto and any other agreement, document and instrument as any officer of the Company may deem necessary or desirable in connection therewith; and be it further;

RESOLVED, that any officer of the Company, and each of them acting singly, be and hereby is, authorized, empowered and directed, from time to time, to take such additional action and to execute, certify, deliver, file and record with the appropriate judicial, public and governmental authorities or such other persons or entities, such additional agreements, documents and instruments as such officer of the Company may deem necessary, convenient, appropriate, desirable or proper, as the case may be, to implement the provisions of the foregoing resolutions and to consummate the transactions contemplated thereby, the execution, certification, delivery, filing and recording of such agreements, documents and instruments and the taking of such action to be the conclusive evidence of the authority therefor; and be it further; and

RESOLVED, that all actions of any kind heretofore taken by the directors or any of the officers of the Company, on behalf of the Company, in connection with the Transactions and the foregoing resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

EXHIBIT A

CONVERSION DOCUMENTS (DELAWARE)

- 1) Certificate of Conversion from a non-Delaware Corporation to a Delaware Corporation;**
- 2) Certificate of Incorporation (Delaware).**

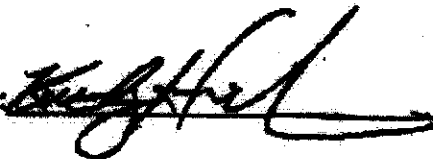
EXHIBIT B

AMENDMENT TO THE ARTICLES OF INCORPORATION (SPLIT)

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Idaho.
- 2.) The jurisdiction immediately prior to filing this Certificate is Idaho.
- 3.) The date the Non-Delaware Corporation first formed is October 14, 1955.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is GRAND NIAGARA MINING AND DEVELOPMENT COMPANY.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is SANOMEDICS INTERNATIONAL HOLDINGS, INC.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 2nd day of April, A.D. 2009.

By: 

Name: Keith Houlahan
Print or Type

Title: President
Print or Type

**CERTIFICATE OF INCORPORATION
OF
SANOMEDICS INTERNATIONAL HOLDINGS, INC.**

THE UNDERSIGNED, being the sole incorporator and director of SANOMEDICS INTERNATIONAL HOLDINGS, INC. (the "Corporation"), in order to form a corporation for the purposes herein stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware (the "GCL") and to re-domicile the Corporation from the State of Idaho, does hereby certify as follows:

ARTICLE I

1.1 **Name.** The name of the Corporation is SANOMEDICS INTERNATIONAL HOLDINGS, INC.

ARTICLE II

2.1 **Registered Office and Agent.** The address of the registered office of the Corporation in the State of Delaware is: 1811 Silverside Road, Wilmington, DE 19810, County of New Castle. The name of the registered agent at that address is Vcorp Services, LLC.

ARTICLE III

3.1 **Purpose.** The purpose of the Corporation is to engage in any lawful act or activity, without limitation, for which corporations may be organized under the GCL.

ARTICLE IV

4.1 **Capital Stock.** The total number of shares of capital stock which the Corporation shall have the authority to issue is Two Hundred Fifty Million One Thousand (250,001,000), consisting of two classes of capital stock: (i) Two Hundred Fifty Million (250,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"); and (ii) one thousand (1,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

4.2 **Designations, Preferences, etc.** The designations, preferences, powers, qualifications and special or relative rights or privileges of the capital stock of the Corporation shall be as set forth below in ARTICLE V and ARTICLE VI.

ARTICLE V

5.1 **Common Stock: Identical Rights.** Except as provided otherwise in this ARTICLE V or as required by law, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.

5.2 Dividends. Subject to any preferential or other rights of the holders of any outstanding shares of Preferred Stock, the Board of Directors of the Corporation may cause dividends to be declared and paid on outstanding Common Stock out of funds legally available for the payment of dividends. When, as and if such dividends are declared by the Corporation's Board of Directors, whether payable in cash, property, or securities of the Corporation, the holders of Common Stock shall be entitled to share equally therein, in accordance with the number of Common Stock held by each such holder.

5.3 Liquidation Rights. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Corporation, after payment to all creditors of the Corporation of the full amounts to which they shall be entitled and subject to any preferential or other rights of the holders of any outstanding shares of Preferred Stock, the holders of all Common Stock shall be entitled to share ratably, in accordance with the number of Common Stock held by each such holder, in all remaining assets of the Corporation, whether such assets are capital, surplus or earnings. For the purposes of this Section 5.3, neither the consolidation nor merger of the Corporation with or into any other corporation or corporations, nor the sale, lease, exchange or transfer by the Corporation of all or any part of its assets, nor the reduction of the capital stock of the Corporation, shall be deemed to be a voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation.

5.4 Except as otherwise required by law or provided below in this Section 5.4, and subject to the voting rights of the holders of any outstanding shares of Preferred Stock, the approval of all matters brought before the stockholders of the Corporation shall require the affirmative vote of the holders of a majority in voting power of the Common Stock that are present in person or represented by proxy, with each Common Share being entitled to one vote. Subject to the voting rights of the owners of any outstanding shares of Preferred Stock, directors shall be elected by a plurality vote of the holders of Common Stock having voting rights that are present in person or represented by proxy, voting as a single class. The number of authorized Common Stock and shares of Preferred Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding Common Stock.

5.5 Written Consent of Stockholders. No action that is required or permitted to be taken by the stockholders of the Corporation may be effected by written consent of stockholders in lieu of a meeting of stockholders, unless the action to be effected by written consent of stockholders and the taking of such action by such written consent have expressly been approved in advance by the Board of Directors of the Corporation.

5.6 Consideration Received Upon a Business Combination. In any merger, consolidation or other business combination with any party, the consideration to be received per share by the holders of Common Stock must be identical.

ARTICLE VI

6.1 Series A Preferred Stock Rights and Preferences. The number of shares constituting the Series A Preferred Stock of the Corporation shall be 1,000 (the "Series A Preferred Shares"). The Series A Preferred Shares shall not be convertible into Common Stock

of the Corporation. The Series A Preferred Shares shall be entitled to the number of votes, collectively, which shall equal fifty one percent (51%) of the total number of votes that may be cast (including the votes of the issued and outstanding Common Stock as well as the Class A Preferred Shares) at the time of such vote, at each meeting (or by written consent) of shareholders of the Corporation with respect to any and all matters presented to the shareholders of the Corporation for their action or consideration, including the election of directors. Holders of Series A Preferred Shares shall vote together with the holders of Common Stock as a single class. The Corporation shall not amend, alter or repeal the Series A Preferred Shares, special rights or other powers of the Series A Preferred Shares so as to affect adversely the Series A Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series A Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

ARTICLE VII

7.1 Management. The following provisions relate to the management of the business and conduct of the affairs of the Corporation and are inserted for the purpose of creating, defining, limiting, and regulating the powers of the Corporation and its directors and stockholders:

7.1.1 Board of Directors. The business and affairs of the Corporation shall be managed by or under the direction of the Board or Directors.

7.1.2 By-Laws. The Board of Directors shall have the power to make, alter, amend or repeal the By-Laws of the Corporation.

7.1.3 Corporate Powers and Authority. All corporate powers and authority of the Corporation (except as at the time otherwise provided by statute, by this Certificate of Incorporation, or by the By-Laws) shall be vested in and exercised by the Board of Directors.

7.1.4 Meetings of Stockholders and Directors. The stockholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings within or without the State of Delaware and may (except as otherwise required by statute) keep the Corporation's books outside the State of Delaware, at such places as from time to time may be designated by the By-Laws or the Board of Directors.

7.1.5 Election of Directors. The election of directors need not be by written ballot, unless the By-Laws shall otherwise provide.

ARTICLE VIII

8.1 Amendments; Repeal. The Corporation reserves the right to amend or repeal any provisions contained in this Certificate of Incorporation at any time in the manner now or hereafter prescribed in this Certificate of Incorporation and by the laws of the State of Delaware, and all rights herein conferred upon stockholders are granted subject to such reservation.

ARTICLE IX

9.1 Right to Indemnification. The Corporation shall indemnify and advance expenses to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware ("GCL"), as amended from time to time, each person who is or was a director or officer of the Corporation and the heirs, executors and administrators of such a person. Any expenses (including attorneys' fees) incurred by each person who is or was a director or officer of the Corporation, and the heirs, executors and administrators of such a person in connection with defending any such proceeding in advance of its final disposition shall be paid by the Corporation; provided, however, that if the GCL requires, an advancement of expenses incurred by an indemnitee in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such indemnitee, to repay all amounts so advanced, if it shall ultimately be determined that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

9.2 Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition; provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article or otherwise.

9.3 Non-Eligibility of Rights. The rights conferred on any person by this Article IX shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the By-Laws, agreement, vote of stockholders or disinterested directors or otherwise.

9.4 Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit enterprise.

9.5 Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X

10.1 Limitation of Liability. The personal liability of each director of the Corporation to the Corporation for monetary damages for breach of fiduciary duty as director is hereby eliminated to the fullest extent permitted by the provisions of paragraph (7) of

subsection (b) of Section 102 of the GCL, as the same exists or may hereafter be amended and supplemented.

10.2 Amendments. This ARTICLE X may not be amended or modified to increase the liability of the Corporation's directors, or repealed, except upon the affirmative vote of the holders of 80% or more in voting power of the outstanding Common Stock. No such amendment, modification, or repeal shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification, or repeal.

ARTICLE XI

11.1 Creditors, etc. Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on application in a summary way of the Corporation, or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or a class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all of the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ARTICLE XII

12.1 Sole Incorporator. The name and the mailing address of the sole incorporator of the Corporation is as follows:

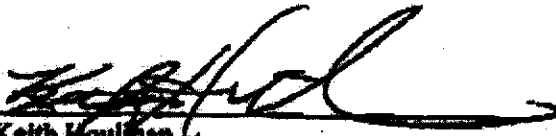
Name

Keith Houlihan

Mailing Address

SANOMEDICS
INTERNATIONAL HOLDINGS,
INC.
7251 W. Lake Mead Blvd.
Suite 300
Las Vegas, NV 89128

IN WITNESS WHEREOF, the undersigned has signed this Certificate as of this
2nd day of April, 2008.



Keith Houlahan
Sole Incorporator

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

OF

SANOMEDICS INTERNATIONAL HOLDINGS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is SANOMEDICS INTERNATIONAL HOLDINGS, INC.

2. The certificate of incorporation of the Corporation is hereby amended by deleting Article IV Section 4.1 thereof and by substituting in lieu of said Article FOUR Section 4.1 the following new Article IV Section 4.1:

"ARTICLE IV. Section 4.1 CAPITAL STOCK. The total number of issued and outstanding shares of common stock of the corporation (5,100,000 shares) shall be decreased by way of a reverse stock split (the "Stock Split") in the amount of twenty five (25) shares of common stock for one (1) share of common stock. Any fractions of shares shall be rounded up. Following the effective date of the Stock Split the total issued and outstanding shares of common stock of the corporation shall be approximately 204,000. The record date for the Stock Split shall be April 15, 2009 with a payment date of approximately April 17, 2009. The Preferred Stock of the Corporation shall not be affected by the Stock Split.

The total number of shares of capital stock which the Corporation shall have the authority to issue is Two Hundred Fifty Million One Thousand (250,001,000), consisting of two classes of capital stock: (i) Two Hundred Fifty Million (250,000,000) shares of Common Stock, per value \$0.001 per share (the "Common Stock"); and (ii) one thousand (1,000) shares of Preferred Stock, per value \$0.001 per share (the "Preferred Stock")."

The remainder of Article VI shall remain in full force and effect.

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on April 1, 2009:

SANOMEDICS INTERNATIONAL HOLDINGS, INC.

By: 

Name: Keith Boulton, President and Sole Director

BY-LAWS
OF
SANOMEDICS INTERNATIONAL HOLDINGS, INC.
(a Delaware corporation)

ARTICLE I

Office

Section 1.1. Registered Office. The registered office of SANOMEDICS INTERNATIONAL HOLDINGS, INC. (the "Company") in the State of Delaware shall be located at 1811 Silverside Road in the City of Wilmington, County of New Castle, or at such other place as the Board of Directors may at any time or from time to time designate.

Section 1.2. Registered Agent. The registered agent of the Company in the State of Delaware at its registered office is Corporation Service Company, or such other person, firm or corporation as the Board of Directors may at any time or from time to time designate.

Section 1.3. Principal Office. The principal place of business of the Company shall be at 80 SW 8th St. in the City of Miami, State of Florida, or at such other place as the Board of Directors may at any time or from time to time designate.

Section 1.4. Other Offices. The Company may establish or discontinue, from time to time, such other offices and places of business within or without the State of Delaware as may be deemed proper for the conduct of the business of the Company.

ARTICLE II

Meeting of Stockholders

Section 2.1. Annual Meeting. The annual meeting of such holders of capital stock ("Stock") as are entitled to vote thereat ("Annual Meeting of Stockholders") shall be held for the election of directors and the transaction of such other business as properly may come before it on the third Monday in May of each year at 10:00 a.m., local time, if not a legal holiday and, if a legal holiday, on the next following business day not a legal holiday. If the Annual Meeting of Stockholders is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 2.2. Special Meetings. In addition to such special meetings as are provided for by law or by the Certificate of Incorporation, special meetings of the stockholders of the

Company may be called at any time by the Board of Directors, and by the Secretary upon the written request stating the purposes of any such meeting of the holders of record collectively of at least thirty (30%) percent of the outstanding shares of Stock of the Company. Special meetings shall be called by means of a notice as provided in Section 2.4 hereof.

Section 2.3. Place of Meetings. All meetings of the stockholders shall be held at such place within or without the State of Delaware as shall be designated by the Board of Directors.

Section 2.4. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. The notice of each Annual Meeting of Stockholders shall identify each matter intended to be acted upon at such meeting. If mailed, the notice shall be addressed to each stockholder in a postage-prepaid envelope at his address as it appears on the records of the Company unless, prior to the time of mailing, the Secretary shall have received from any such stockholder a written request that notices intended for him be mailed to some other address. In such case the notice intended for such stockholder shall be mailed to the address designated in such request. Notice of each meeting of stockholders shall be delivered personally or mailed not less than ten (10) nor more than sixty (60) days before the date fixed for the meeting to each stockholder entitled to vote at such meeting.

Section 2.5. Waiver of Notice. Whenever notice is required to be given, a written waiver thereof signed by the person entitled to notice whether before or after the time stated therein for such meeting shall be deemed equivalent to notice. Attendance of a person at a meeting of stockholders shall constitute a waiver of notice of such meeting, except as otherwise provided by law. Neither the business to be transacted at nor the purpose of any regular or special meeting of the stockholders need be specified in any written waiver of notice.

Section 2.6. Organization of Meetings. The Chairman of the Board, if any, shall act as chairman at all meetings of stockholders at which he is present and, as such chairman, shall call such meetings of stockholders to order and shall preside thereat. If the Chairman of the Board shall be absent from any meeting of stockholders, the duties otherwise provided in this Section to be performed by him at such meeting shall be performed at such meeting by the President. If both the Chairman of the Board and the President shall be absent, such duties shall be performed by a Vice President designated by the President to preside at such meeting. If no such officer is present at such meeting, any stockholder or the proxy of any stockholder entitled to vote at the meeting may call the meeting to order and a chairman to preside thereat shall be elected by a majority of those present and entitled to vote. The Secretary of the Company shall act as secretary at all meetings of the stockholders but, in his absence, the chairman of the meeting may appoint any person present to act as secretary of the meeting.

Section 2.7. Stockholders Entitled to Vote. The Board of Directors may fix a date not less than ten (10) nor more than sixty (60) days preceding the date of any meeting of stockholders, or preceding the last day on which the consent of stockholders may be effectively

expressed for any purpose without a meeting, as a record date for the determination of the stockholders entitled: (a) to notice of, and to vote at, such meeting and any adjournment thereof; or (b) to express such consent. In such case such stockholders of record on the date so fixed, shall be entitled to notice of, and to vote at, such meeting and any adjournment thereof or to express such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Company after any such record date is so fixed.

Section 2.8. List of Stockholders Entitled to Vote. The Secretary shall prepare and make or cause to be prepared and made, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order and showing the address of each such stockholder as it appears on the records of the Company and the number of shares registered in the name of each such stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place specified in the notice of meeting within the city where the meeting is to be held or, if not so specified, at the place where the meeting is to be held, and a duplicate list shall be similarly open to examination at the principal place of business of the Company. Such list shall be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 2.9. Quorum and Adjournment. Except as otherwise provided by law and in the Certificate of Incorporation, the holders of a majority of the shares of Stock entitled to vote at the meeting shall constitute a quorum at each meeting of the stockholders. Where more than one class or series of Stock is entitled to vote at such a meeting, a majority of the shares of each such class or series of Stock entitled to vote at such meeting shall constitute a quorum at such meeting. In the absence of a quorum, the holders of a majority of all such shares of Stock present in person or by proxy may adjourn any meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called. Notice of an adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 2.10. Order of Business. The order of business at all meetings of stockholders shall be as determined by the chairman of the meeting.

Section 2.11. Vote of Stockholders. Except as otherwise permitted by law, by the Certificate of Incorporation or by Section 2.13 hereof, all action by stockholders shall be taken at a meeting of the stockholders. Except as otherwise provided in the Certificate of Incorporation, every stockholder of record, as determined pursuant to Section 2.7 hereof, who is entitled to vote shall at every meeting of the stockholders be entitled to one vote for each share of Stock entitled to participate in such vote held by such stockholder on the record date. Every stockholder entitled to vote shall have the right to vote in person or by proxy. Except as otherwise provided by law, no vote on any question upon which a vote of the stockholders may be taken need be by ballot unless the chairman of the meeting shall determine that it shall be by ballot or the holders of a majority of the shares of Stock present in person or by proxy and entitled to participate in

such vote shall so demand. In a vote by ballot each ballot shall state the number of shares voted and the name of the stockholder or proxy voting. Unless otherwise provided by law or by the Certificate of Incorporation, each director shall be elected and all other questions shall be decided by the vote of the holders of a majority of the shares of Stock present in person or by proxy at the meeting and entitled to vote on the question.

Section 2.12. Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy. A proxy acting for any stockholder shall be duly appointed by an instrument in writing subscribed by such stockholder.

Section 2.13. Consent of Stockholders in Lieu of Meeting. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action by any provision of the General Corporation Law of the State of Delaware, the meeting, prior notice of such meeting and the vote of the stockholders may be dispensed with and such corporate action may be taken with the written consent of the stockholders of Stock having not less than the minimum percentage of the total vote required by statute for the proposed corporate action, unless the Certificate of Incorporation or the By-Laws require a greater percentage for such action, in which case the consent shall be that of the holders of such greater percentage; provided, however, that prompt notice is given to all the stockholders who have not consented of the taking of such corporate action without a meeting and by less than unanimous written consent. Whenever it is intended that action is to be taken by stockholders without a meeting, a form for expressing consent in writing to such action shall be sent to all holders of Stock entitled to vote on such action.

Section 2.14. Attendance at Meetings of Stockholders. Any stockholder of the Company not entitled to notice of the meeting or to vote at such meeting shall nevertheless be entitled to attend any meeting of stockholders of the Company.

ARTICLE III

Board of Directors

Section 3.1. Election and Term. Except as otherwise provided by law or by this Article III, directors shall be elected at the Annual Meeting of Stockholders and shall hold office until the next Annual Meeting of Stockholders and until their successors are elected and qualify, or until they sooner die, resign, or are removed. Acceptance of the office of director need not be expressed in writing.

Section 3.2. Number. The number of directors constituting the initial Board of Directors shall be one (1) but may be increased by action of the stockholders or of the Board of Directors. A director need not be a stockholder, citizen of the United States or a resident of the State of Delaware.

Section 3.3. General Powers. The business, properties and affairs of the Company shall be managed by or under the direction of the Board of Directors which, without limiting the generality of the foregoing, shall have the power to appoint the officers and agents of the Company, to fix and alter the salaries of officers, employees and agents of the Company, to grant general or limited authority (including authority to delegate and sub-delegate) to officers, employees and agents of the Company, to make, execute, affix the corporate seal to and deliver contracts and other instruments and documents including bills, notes, checks or other instruments for the payment of money, in the name and on behalf of the Company without specific authority in each case and to appoint committees in addition to those provided for in Articles IV and V hereof with such powers and duties as the Board of Directors may determine and as provided by law. The membership of such committees shall consist of such persons as are designated by the Board of Directors. In addition, the Board of Directors may exercise all the powers of the Company and do all lawful acts and things which are not reserved to the stockholders by law, by the Certificate of Incorporation or by the By-Laws.

Section 3.4. Place of Meetings. Meetings of the Board of Directors may be held at the principal place of business of the Company in the City of Miami or at any other place, within or without the State of Delaware, from time to time as designated by the Board of Directors.

Section 3.5. First Meeting of New Board. A newly elected Board of Directors shall meet without notice as soon as practicable after each Annual Meeting of Stockholders at the place at which such meeting of stockholders took place. If a quorum is not present, such organization meeting may be held at any other time or place which may be specified for special meetings of the Board of Directors in a notice given in the manner provided in Section 3.7 hereof or in a waiver of notice thereof.

Section 3.6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as may be determined by resolution of the Board of Directors. No notice shall be required for any regular meeting. Except as otherwise provided by law, any business may be transacted at any regular meeting of the Board of Directors.

Section 3.7. Special Meetings; Notice; and Waiver of Notice. Special meetings of the Board of Directors shall be called by the Secretary or an Assistant Secretary at the request of the Chairman of the Board, if any, the President, a Vice President, or at the request in writing of a majority or more of the whole Board of Directors stating the purpose or purposes of such meeting. Notices of special meetings shall be mailed to each director addressed to him at his residence or usual place of business not later than three (3) days before the day on which the meeting is to be held or shall be sent to him at either of such places by telegraph or shall be communicated to him personally or by telephone, not later than the day before the date fixed for the meeting. Notice of any meeting of the Board of Directors shall not be required to be given to any director if he shall sign a written waiver thereof either before or after the time stated therein for such meeting or if he shall be present at the meeting and participate in the business transacted thereat. Any and all business transacted at any meeting of the Board of Directors shall be fully effective without any notice thereof having been given if all the members shall be present

thereat. Unless limited by law, the Certificate of Incorporation, the By-Laws, or by the terms of the notice thereof, any and all business may be transacted at any special meeting without the notice thereof having so specifically enumerated the matters to be acted upon.

Section 3.8. Organization. The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors at which he is present. If the Chairman of the Board shall be absent from any meeting of the Board of Directors, the duties otherwise provided in this Section 3.8 to be performed by him at such meeting shall be performed by the President. If both the Chairman of the Board and the President shall be absent, such duties shall be performed by a director designated by the President to preside at such meeting. If no such officer or director is present at such meeting, one of the directors present shall be chosen to preside by a majority vote of the members of the Board of Directors present at such meeting. The Secretary of the Company shall act as the secretary at all meetings of the Board of Directors and, in his absence, a temporary secretary shall be appointed by the chairman of the meeting.

Section 3.9. Quorum and Adjournment. Except as otherwise provided by Section 3.14 hereof and in the Certificate of Incorporation, at every meeting of the Board of Directors a majority of the total number of directors shall constitute a quorum. Except when the total number of directors is one, in no event shall a quorum consist of less than two directors. Except as otherwise provided by law, by the Certificate of Incorporation, by Section 3.14, 4.1, 4.8, 5.1, 6.3, or 10.1 hereof, the vote 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. In the absence of a quorum, any meeting may be adjourned from time to time until a quorum is present. Notice of an adjourned meeting shall be required to be given if notice was required to be given of the meeting as originally called.

Section 3.10. Voting. On any question on which the Board of Directors shall vote, the names of those voting and their votes shall be entered in the minutes of the meeting when any member of the Board of Directors present at the meeting so requests.

Section 3.11. Acting Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing and such written consents are filed with the minutes of such proceeding.

Section 3.12. Resignations. Any director may resign at any time by written notice thereof to the Company. Any resignation shall be effective immediately unless some other time is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective unless such resignation is tendered subject to such acceptance.

Section 3.13. Removal of Directors. Subject to any agreement in writing between the stockholders of the Company, any director may be removed either with or without cause at any time by action of the holders of record of a majority of the outstanding shares of Stock of the

Company then entitled to vote at an election of directors at a meeting of holders of such shares. The vacancy in the Board of Directors caused by any such removal may be filled by action of such stockholders at such meeting or at any subsequent meeting.

Section 3.14. Filling of Vacancies. Except as otherwise provided by law, in case of any increase in the number of directors or of any vacancy created by death, resignation, or disqualification, the additional director or directors may be elected or the vacancy or vacancies may be filled, as the case may be, by the Board of Directors at any meeting by affirmative vote of a majority of the remaining directors or by a sole remaining director though the remaining director or directors be less than the quorum provided for in Section 3.9 hereof. Each director so chosen shall hold office until the next Annual Meeting of Stockholders and until his successor is elected and qualifies or until such director sooner dies, resigns, or is removed.

ARTICLE IV

Executive Committee

Section 4.1. Appointment and Powers. The Board of Directors may, by resolution adopted by affirmative vote of a majority of the whole Board of Directors, appoint an Executive Committee and the members thereof consisting of one or more members which shall have and may exercise, during the intervals between the meetings of the Board of Directors, all of the powers of the Board of Directors in the management of the business, properties and affairs of the Company; provided, however, that the foregoing is subject to the applicable provisions of law and the Certificate of Incorporation and shall not be construed as authorizing action by the Executive Committee with respect to any action which is required to be taken by vote of a specified proportion of the whole Board of Directors. The Executive Committee shall consist of the President and such directors as may from time to time be designated by the Board of Directors. So far as practicable, the members of the Executive Committee shall be appointed at the organization meeting of the Board of Directors in each year and, unless sooner discharged by affirmative vote of a majority of the whole Board of Directors, shall hold office until the next annual organization meeting of the Board of Directors and until their respective successors are appointed or until they sooner die, resign, or are removed. All acts done and powers conferred by the Executive Committee shall be deemed to be, and may be certified as being, done or conferred under authority of the Board of Directors.

Section 4.2. Place of Meetings. Meetings of the Executive Committee may be held at the principal place of business of the Company in the City of Miami or at any other place within or without the State of Delaware from time to time designated by the Board of Directors or the Executive Committee.

Section 4.3. Meetings; Notice; and Waiver of Notice. Regular meetings of the Executive Committee shall be held at such times as may be determined by resolution either of the Board of Directors or the Executive Committee and no notice shall be required for any regular meeting. Special meetings of the Executive Committee shall be called by the Secretary or an Assistant

Secretary upon the request of any member thereof. Notices of special meetings shall be mailed to each member, addressed to him at his residence or usual place of business not later than three days before the day on which the meeting is to be held or shall be sent to him at either of such places by telegraph, or shall be delivered to him personally or by telephone, not later than the day before the date fixed for the meeting. Notice of any such meeting shall not be required to be given to any member of the Executive Committee if he shall sign a written waiver thereof either before or after the time stated therein for such meeting or if he shall be present at the meeting and participate in the business transacted thereat, and all business transacted at any meeting of the Executive Committee shall be fully effective without any notice thereof having been given if all the members shall be present thereat. Unless limited by law, the Certificate of Incorporation, the By-Laws, or the terms of the notice thereof, any and all business may be transacted at any special meeting without the notice thereof having specifically enumerated the matters to be acted upon.

Section 4.4. Organization. The Chairman of the Executive Committee shall preside at all meetings of the Executive Committee at which he is present. In the absence of the Chairman of the Executive Committee, the President shall preside at meetings of the Executive Committee at which he is present. In the absence of the Chairman of the Executive Committee and the President, the Chairman of the Board, if any, shall preside at meetings of the Executive Committee at which he is present. In the absence of the Chairman of the Executive Committee, the President and the Chairman of the Board, one of the members present shall be chosen by the members of the Executive Committee present to preside at such meeting. The Secretary of the Company shall act as secretary at all meetings of the Executive Committee and, in his absence, a temporary secretary shall be appointed by the chairman of the meeting.

Section 4.5. Quorum and Adjournment. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of those present at any meeting at which a quorum is present shall be the act of the Executive Committee. In the absence of a quorum, any meeting may be adjourned from time to time until a quorum is present. No notice of any adjourned meeting shall be required to be given other than by announcement at the meeting that is being adjourned.

Section 4.6. Voting. On any question on which the Executive Committee shall vote, the names of those voting and their votes shall be entered in the minutes of the meeting when any member of the Executive Committee present at the meeting so requests.

Section 4.7. Records. The Executive Committee shall keep minutes of its acts and proceedings which shall be submitted at the next regular meeting of the Board of Directors. Any action taken by the Board of Directors with respect thereto shall be entered in the minutes of the Board of Directors.

Section 4.8. Vacancies; Alternate Members; and Absences. Any vacancy among the appointed members of the Executive Committee may be filled by affirmative vote of a majority of the whole Board of Directors. By similar vote, the Board of Directors may designate one or

more directors as alternate members of the Executive Committee who may replace any absent or disqualified member at any meeting of the Executive Committee.

ARTICLE V

Other Committees of the Board

Section 5.1. Appointing Other Committees of the Board. The Board of Directors may from time to time by resolution adopted by affirmative vote of a majority of the whole Board of Directors appoint other committees of the Board of Directors and the members thereof which shall have such powers of the Board of Directors and such duties as the Board of Directors may properly determine and as provided by law. Such other committee of the Board of Directors shall consist of one or more directors. By similar vote, the Board of Directors may designate one or more directors as alternate members of any such committee who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of any member of any such committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 5.2. Place and Time of Meetings; Notice; Waiver of Notice; and Records. Meetings of such committees of the Board of Directors may be held at any place, within or without the State of Delaware, from time to time designated by the Board of Directors or the committee. Regular meetings of any such committee shall be held at such times as may be determined by resolution of the Board of Directors or the committee and no notice shall be required for any regular meeting. A special meeting of any such committee shall be called by resolution of the Board of Directors or by the Secretary or an Assistant Secretary upon the request of any member of the committee. The provisions of Section 4.3 hereof with respect to notice and waiver of notice of special meetings of the Executive Committee shall also apply to all special meetings of other committees of the Board of Directors. Any such committee may make rules for holding and conducting its meetings and shall keep minutes of all meetings.

ARTICLE VI

The Officers

Section 6.1. Officers. The officers of the Company shall be a President, an Executive Vice President, a Secretary, an Assistant Secretary and a Treasurer. The officers shall be elected by the Board of Directors. The Board of Directors may also elect a Chairman of the Board, one or more additional Vice Presidents, a Chairman of the Executive Committee, a Controller, additional Assistant Secretaries, Assistant Treasurers, Assistant Controllers and such other officers and agents as in their judgment may be necessary or desirable. The Chairman of the Board, the Chairman of the Executive Committee, the President, and the Executive Vice President shall be selected from the directors.

Section 6.2. Terms of Office and Vacancies. So far as is practicable, all officers shall be appointed at the organization meeting of the Board of Directors in each year and, except as otherwise provided in Sections 6.1, 6.3, and 6.4 hereof, shall hold office until the organization meeting of the Board of Directors in the next subsequent year and until their respective successors are elected and qualify or until they sooner die, retire, resign or are removed. If any vacancy shall occur in any office, the Board of Directors may elect a successor to fill such vacancy for the remainder of the term.

Section 6.3. Removal of Officers. Any officer may be removed at any time, either with or without cause, by affirmative vote of a majority of the whole Board of Directors at any regular meeting or at any special meeting called for that purpose.

Section 6.4. Resignations. Any officer may resign at any time by giving written notice thereof to the Company. Any resignation shall be effective immediately unless some other date is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective unless such resignation is tendered subject to such acceptance.

Section 6.5. Officers Holding More Than One Office. Any officer may hold two or more offices so long as the duties of such offices can be consistently performed by the same person.

Section 6.6. The Chairman of the Board. The Chairman of the Board, if any, shall be a member of the Board of Directors. As provided in Section 2.6 hereof, he shall act as chairman at all meetings of the stockholders at which he is present; as provided in Section 3.8 hereof, he shall preside at all meetings of the Board of Directors at which he is present; and as provided in Section 4.4 hereof, in the absence of the Chairman of the Executive Committee and the President, he shall preside at all meetings of the Executive Committee at which he is present. He shall also perform such other duties and shall have such other powers as may from time to time be assigned to him by the Board of Directors. In the absence or disability of the Chairman of the Board, the duties of the Chairman of the Board shall be performed and his powers may be exercised by the President of the Board. In the absence or disability of the Chairman of the Board and the President, the powers of the Chairman of the Board may be exercised by such member of the Board of Directors as may be designated by the Chairman of the Board and, failing such designation or in the absence of the person so designated, by such member of the Board of Directors as may be designated by the President.

Section 6.7. The President. The President shall be the chief executive officer of the Company and, subject to the control of the Board of Directors, shall have general and active charge, control and supervision of the business, property and affairs of the Company, shall approve all operating expense and capital expenditure budgets and shall formulate recommendations to the Board of Directors for its action and decision. As provided in Section 4.4 hereof, in the absence of the Chairman of the Executive Committee, he shall preside at all meetings of the Executive Committee at which he is present. In the absence or disability of the

Chairman of the Board, the duties of the Chairman of the Board, including those duties set forth in Sections 2.6, 3.8 and 4.4 hereof, shall be performed and his powers may be exercised by the President. If neither the President nor the Chairman of the Board is available, the duties of the President shall be performed and his powers may be exercised by such member of the Board of Directors as may be designated by the President and, failing such designation or in the absence of the person so designated, by such member of the Board of Directors as may be designated by the Chairman of the Board.

Section 6.8. The Vice Presidents. The Vice Presidents, including the Executive Vice President, shall perform such duties and have such powers as may from time to time be assigned to them by the Board of Directors, the Chairman of the Board or the President.

Section 6.9. The Secretary. The Secretary shall attend to the giving of notice of each meeting of stockholders, the Board of Directors and committees thereof and, as provided in Sections 2.6, 3.8, and 4.4 hereof, shall act as secretary at each meeting of stockholders, directors and the Executive Committee. He shall keep minutes of all proceedings at such meetings as well as of all proceedings at all meetings of such other committees of the Board of Directors as any such committee shall direct him to so keep. The Secretary shall have charge of the corporate seal and he or any officer of the Company shall have authority to attest to any and all instruments or writings to which the same may be affixed. He shall keep and account for all books, documents, papers and records of the Company except those for which some other officer or agent is properly accountable. He shall generally perform all the duties usually appertaining to the office of secretary of a corporation. In the absence of the Secretary, such person as shall be designated by the chairman of any meeting shall perform his duties.

Section 6.10. The Treasurer. The Treasurer shall have the care and custody of all the funds of the Company and shall deposit such funds in such banks or other depositories as the Board of Directors or any officer or officers thereunto duly authorized by the Board of Directors shall from time to time direct or approve. In the absence of a Controller, he shall perform all duties appertaining to the office of Controller of the Company. He shall generally perform all the duties usually appertaining to the office of treasurer of a corporation. When required by the Board of Directors, he shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall approve. In the absence of the Treasurer, such person as shall be designated by the Chairman of the Board or President shall perform his duties.

Section 6.11. The Controller. The Controller shall prepare and have the care and custody of the books of account of the Company. He shall keep a full and accurate account of all moneys received and paid on account of the Company. He shall render a statement of his accounts whenever the Board of Directors shall require. He shall generally perform all the duties usually appertaining to the office of controller of a corporation. When required by the Board of Directors, he shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall approve.

Section 6.12. Additional Powers and Duties. In addition to the foregoing specifically

enumerated duties and powers, the several officers of the Company shall perform such other duties and exercise such further powers as the Board of Directors may from time to time determine or as may be assigned to them by any superior officer.

ARTICLE VII

Transactions With Directors and Officers

Section 7.1. Transactions with Directors and Officers. No contract or transaction between the Company and one or more of its directors or officers or between the Company and any other corporation, partnership, association or other organization, in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for such reason or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose if: (a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and the Board of Directors or the committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors may be less than a quorum; or (b) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (c) the contract or transaction is fair as to the Company as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the stockholders or the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE VIII

Stock and Transfers of Stock

Section 8.1. Stock Certificates. The Stock of the Company shall be represented by certificates signed by two officers of the Company, one the Chairman of the Board, the President or a Vice President and the other the Secretary or an Assistant Secretary. Any or all of the signatures may be a facsimile. Such certificates shall be sealed with the seal of the Company. Such seal may be a facsimile, engraved or printed. In case any officer who has signed any such certificate shall have ceased to be such officer before such certificate is issued, it may nevertheless be issued by the Company with the same effect as if he were such officer at the date of issue. Certificates representing the Stock of the Company shall be in such form as shall be approved by the Board of Directors.

Section 8.2. Registration of Transfers of Stock. Registration of a transfer of Stock shall be made on the books of the Company only upon presentation by the person named in the certificate evidencing such stock, or by an attorney lawfully authorized in writing, upon

surrender and cancellation of such certificate, with duly executed assignment and power of transfer endorsed thereon or attached thereto, and with such proof of the authenticity of the signature thereon as the Company or its agents may reasonably require.

Section 8.3. Lost Certificates. In case any certificate representing Stock shall be lost, stolen or destroyed, the Board of Directors in its discretion or any officer or officers thereunto duly authorized by the Board of Directors may authorize the issuance of a substitute certificate in the place of the certificate so lost, stolen or destroyed; provided, however, in each such case the Company may require the owner of the lost, stolen or destroyed certificate or his legal representative to give the Company evidence which the Company determines in its discretion satisfactory of the loss, theft or destruction of such certificate and of the ownership thereof and may also require a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 8.4. Determination of Stockholders of Record for Certain Purposes. In order that the Company may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix in advance a record date which shall not be more than sixty (60) days prior to any such action.

ARTICLE IX

Miscellaneous

Section 9.1. Seal. The seal of the Company shall have inscribed thereon the name of the Company, the year of its organization and the state of its incorporation.

Section 9.2. Fiscal Year. The fiscal year of the Company shall be determined by the Board of Directors.

Section 9.3. Signatures on Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officers or agents of Company and in such manner as from time to time may be prescribed by resolution (whether general or special) of the Board of Directors or as may be prescribed by any officer or officers or any officer and agent jointly thereunto duly authorized by the Board of Directors.

Section 9.4. Indemnification. The Company shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, indemnify any and all person whom it shall have power to indemnify against any and all of the costs, expenses, liabilities or other matters incurred by them by reason of having been officers or directors of the Company, any subsidiary of the Company or of any other corporation for which any and all persons who acted as officer or director at the request of the Company.

Section 9.5. Books of the Company. Except as otherwise provided by law, the books of the Company shall be kept at the principal place of business of the Company and at such other locations as the Board of Directors may from time to time determine.

Section 9.6. References to Gender. Whenever in the By-Laws reference is made to the masculine gender, such reference shall where the context so requires be deemed to include the feminine gender, and the By-Laws shall be read accordingly.

Section 9.7. References to Article and Section Numbers and to the By-Laws and the Certificate of Incorporation. Whenever in the By-Laws reference is made to an Article or Section number, such reference is to the number of an Article or Section of the By-Laws. Whenever in the By-Laws reference is made to the By-Laws, such reference is to these By-Laws of the Company as the same may from time to time be amended. Whenever reference is made to the Certificate of Incorporation, such reference is to the Certificate of Incorporation of the Company as the same may from time to time be amended.

ARTICLE X

Amendments

Section 10.1. Amendments. Except as otherwise provided in the Certificate of Incorporation, the By-Laws may be altered, amended or repealed from time to time by the Board of Directors by affirmative vote of a majority of the whole Board of Directors except such of the By-Laws as shall have been made from time to time by holders of shares of Stock entitled to vote thereon. The By-Laws may be altered, amended or repealed at any annual or special meeting of stockholders. Notice of such proposed alteration, amendment or repeal setting forth the substance or text thereof shall be included in the notice of any meeting of the Board of Directors or stockholders called to consider any such alteration, amendment or repeal.

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