

BY-LAWS
OF
gamigo Inc.
(a Delaware Corporation)

Amended and Restated as of November 4, 2010

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BY-LAWS

OF

gamigo Inc.

ARTICLE 1 - REGISTERED OFFICE AND REGISTERED AGENT

SECTION 1.1. REGISTERED OFFICE AND REGISTERED AGENT. The Corporation shall have and maintain in the State of Delaware a registered office at 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808 in the County of New Castle, and a registered agent resident in the State of Delaware in conformity with the requirements of applicable Delaware law. The Corporation, by resolution of the Board of Directors (the "Board") and in conformity with applicable statute, may change the location of its registered office in the State of Delaware to any other place in said State. By like resolution, and also in conformity with applicable statute, the registered agent may be changed to any other person or corporation.

SECTION 1.2. OTHER OFFICES. The Corporation may have other offices, either within or without the State of Delaware, at such place or places as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE 2 - STOCKHOLDERS

SECTION 2.1. ANNUAL MEETINGS. Annual meetings of stockholders for the election of directors and for the transaction of any other proper business shall be held, beginning in the year 2010, at such place, either within or without the State of Delaware, and at such time and date as the Board, by resolution, shall determine and as set forth in the notice of the meeting. All elections of directors shall be by written ballot unless otherwise provided in the Certificate of Incorporation. If the annual meeting for election of directors is not held on the date designated therefor, the directors shall cause the meeting to be held as soon thereafter as convenient. In the event the Board fails to so determine the time, date and place of the meeting, the annual meeting of stockholders shall be held at the registered office of the Corporation in Delaware on the third Tuesday in May.

SECTION 2.2. SPECIAL MEETINGS. Special meetings of the stockholders, for any purpose, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the Chairman or the President and shall be called by the President or Secretary at the request in writing of a majority of the directors, or at the request in writing of stockholders owning a majority in interest of the capital stock of the Corporation issued, outstanding and entitled to vote. Any such request shall state the purpose of the proposed meeting. Special meetings of the stockholders 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.

SECTION 2.3. NOTICE OF MEETINGS. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting, stating the place, date and hour of the meeting, and, in the case of a special meeting, stating the purpose or purposes for which the meeting is called, shall be given to each stockholder entitled to vote thereat at such stockholder's address as it appears on the records of the Corporation, not less than ten nor more than sixty days before the date of the meeting. When a meeting has been adjourned to another time or place, and the adjournment is for more than thirty days from the original meeting date, or if after adjournment a new record date has been fixed, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 2.4. CONSENT OF STOCKHOLDERS IN LIEU OF MEETING.

(a) Unless otherwise provided in the Certificate of Incorporation, any action required by law to be taken at any annual or special meeting of such stockholders of the Corporation, or any action which may be taken at an annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents 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 and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

(b) Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered in the manner required by law to the Corporation, written consents signed by a sufficient number of members to take action are delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

(c) 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. In the event that the action which is consented to is such as would have required the filing of a certificate under the Delaware General Corporation Law, if such action had been voted on by stockholders at a meeting thereof, the certificate filed under such statute shall state, in lieu of any statement required by such statute concerning any vote of stockholders, that written consent and written notice have been given in accordance with Section 228 of the Delaware General Corporation Law.

SECTION 2.5. QUORUM. Except as otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the presence, in person or by proxy, of stockholders holding a majority in interest of the stock of the Corporation entitled to vote shall constitute a quorum at all meetings of the stockholders. In case a quorum shall not be present at any meeting, a majority in interest of the stockholders present in person or by proxy and entitled to vote thereat, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite amount of stock entitled to vote shall be present at an adjourned meeting. At any such adjourned meeting at which the requisite amount of stock entitled to vote shall be represented, any business may be transacted which might have been transacted at the meeting as originally noticed. Unless a new record date is fixed, only those stockholders entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.

SECTION 2.6. VOTING RIGHTS OF STOCKHOLDERS; PROXIES; LIMITATIONS.

(a) Unless otherwise provided in the Certificate of Incorporation and subject to the provisions of Section 213 of the Delaware General Corporation Law, each stockholder shall be entitled to one vote for each share of capital stock held by such stockholder.

(b) Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

(c) A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

SECTION 2.7. STOCKHOLDER LIST. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each 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 days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also 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. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list required by this section or the books of the Corporation, or to vote in person or by proxy at any meeting of stockholders.

SECTION 2.8. RECORD DATE.

(a) In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than sixty nor less than ten days before the date of such meeting. If no record date is fixed by the Board, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

(b) In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board and prior action by the Board is required by law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

(c) In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders 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 may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

ARTICLE 3 - DIRECTORS

SECTION 3.1. POWERS. The business and affairs of the Corporation shall be managed by or under the direction of the Board, 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 specifically reserved to the shareholders.

SECTION 3.2. NUMBER AND TERM. The initial Board shall consist of three directors, who shall be elected by the incorporator of the Corporation. Thereafter, the Board shall consist of such number of directors as the Board or the stockholders shall from time to time specify, and each director shall be elected to serve until his successor shall be elected and qualified, unless such director resigns, dies, or is removed prior thereto.

SECTION 3.3. RESIGNATIONS. Any director or member of a committee may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified therein.

SECTION 3.4. VACANCIES AND NEWLY CREATED DIRECTORSHIPS. Vacancies and newly created directorships resulting from any increase in the authorized number of directors and vacancies in the office of any director or member of a committee may be filled by a majority of the remaining directors in office, although less than a quorum, by a majority vote, and the directors or members so chosen shall hold office until the next annual meeting and until their successors are duly elected and qualified, unless sooner removed.

SECTION 3.5. REMOVAL. Any director or the entire Board may be removed, with or without cause, by the affirmative vote of the holders of a majority of the shares then entitled to vote at an election of directors.

SECTION 3.6. PLACE OF MEETINGS; OFFICES. Unless otherwise restricted by the Certificate of Incorporation, the Board may hold its meetings, and have an office or offices, either within or without the State of Delaware, as it may from time to time determine.

SECTION 3.7. REGULAR ANNUAL MEETING. A regular annual meeting of each newly elected Board shall be held immediately following the annual meeting of stockholders at the same place or at such time and place as shall 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 to legally constitute the meeting, provided a quorum of such Board shall be present.

SECTION 3.8. OTHER REGULAR MEETINGS. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board.

SECTION 3.9. SPECIAL MEETINGS; NOTICE. Special meetings of the Board may be called by the President on two days' notice to each director, either personally or by mail, telex, telegram or cable; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors unless the Board consists of only one director; in which case special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of the sole director. Notice of a meeting need not be given to any director who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

SECTION 3.10. QUORUM. At all meetings of the Board, a majority of the total number of directors shall constitute a quorum for the transaction of business and the vote of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation. If a quorum shall not be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 3.11. ACTION WITHOUT MEETING. Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

SECTION 3.12. TELEPHONE MEETINGS. Unless otherwise restricted by the Certificate of Incorporation, members of the Board, or of any committee designated by the Board, may participate in a meeting of the Board or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

SECTION 3.13. COMMITTEES OF DIRECTORS. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority (A) to amend the Certificate of Incorporation (except that a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the Board as provided in subsection (a) of Section 151 of the Delaware General Corporation Law, fix the designations and any of the preferences or

rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series), (B) to adopt an agreement of merger or consolidation under Section 251 or 252 of the Delaware General Corporation Law, (C) to recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, a dissolution of the Corporation or a revocation of a dissolution, or (D) to amend these By-Laws; and, unless the resolution, these By-Laws, or Certificate of Incorporation expressly so provides, no such committee shall have the power or authority to declare a dividend, to authorize the issuance of stock or to adopt a certificate of ownership and merger pursuant to Section 253 of the Delaware General Corporation Law. Each such committee shall be terminated by the Board at such time as the Board may determine.

SECTION 3.14. COMPENSATION OF DIRECTORS. Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, the Board shall have the authority to fix the compensation of directors. By resolution of the Board, the directors may be paid their expenses, if any, of attendance at each meeting of the Board and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as director. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation

SECTION 3.15 ACTIONS REQUIRING APPROVAL BY THE BOARD. Actions of the Corporation other than the ordinary and usual business activities conducted by the Corporation shall be taken only with the approval of the Board of Directors unless previously specified in any board-approval confidential annual budget of the Corporation. Without limiting the generality of the foregoing, the following actions of the Corporation shall be taken only with the approval of the Board of Directors:

(a) The acquisition, disposal and power to acquire or dispose of any investments of whatever kind or nature; the liquidation, dissolution, termination, cessation of activities, or liquidation of any wholly or partially owned subsidiary companies, joint ventures, partnerships or other entities, or any membership investment rights or other interests in companies or other entities or persons of whatever nature;

(b) The creation or termination of, or the making of other changes, in the organization of the Corporation or any division of it, including without limitation any such matters that are limited by, or subject to, applicable corporate or commercial laws;

(c) Entering into control or subordination agreements, contracts for the leasing of other business enterprises, and management contracts relating to the management of other business enterprises;

(d) Entering into, amending or terminating any agreements regarding the grant or receipt of any licenses of any intellectual property rights, including, without

limitation, the licensing of games. Expressly excepted from the foregoing, however, are standard “off the shelf” operating systems, applications or other software packages for use, in the ordinary course of business, in Corporation systems and electronic devices.

(e) The purchasing, sale, lease, mortgage, encumbrance or other disposition of real property, or of any right in real property, or the construction, remodeling or destruction of buildings or other facilities, whether on owned or leased premises;

(f) Any approvals of, consents or instructions to, or other directives given to the board of directors or officers of, any affiliate;

(g) Entering into, terminating or modifying any agreement with any entity or person affiliated with or otherwise connected to any stockholder, director or officer of the Corporation, including, without limitation, contracts with directors, stockholders and affiliates.

(h) The establishment or closing of branch offices, the organization, acquisition or dissolution of subsidiaries or new ventures, or the purchase, sale, assignment, pledge or encumbrance of all or a substantial part of the assets of the Corporation, even if made in connection with a contribution to another business enterprise;

(i) The establishment or termination of any bank or financial institution relationship, including accounts, credit facilities or incurring of any indebtedness for borrowed money or pursuant to purchase money obligations;

(j) The granting of a security interest in, or lien on, any personal or real property of the Corporation, except for mechanics’ liens, materialmen’s liens and similar liens and other than liens for the unpaid purchase price of goods or under financing leases;

(k) Negotiating or concluding any bills of exchange or any other commercial paper, the extension of guarantees or endorsements with respect to third-party obligations, or the extension of any warranties other than for reasonable and customary warranties to consumers.

(l) The employment of any officer, employee or agent of the Corporation, or entering into any employment contract or other agreement for any officer, employee or other agent of the Corporation for a term of two years or more or that contemplates annual compensation (such as gross salary, annual deferred compensation payments or commitments, and annual guaranteed bonus) exceeding \$120,000 in the aggregate;

(m) The adoption of pension, health or hospitalization, group compensation, profit sharing, or other incentive plans;

(n) Providing any incentive bonus to any officer, employee or other agent of the Corporation that is, or could reasonably be expected to be, in excess of five percent of that person's annual base compensation;

(o) Approval of the annual budget;

(p) Any determination concerning profit and loss allocations and any increase, decrease or other modification in any reserves of the Corporation;

(q) Any increase, decrease or other modification in the authorized capital, stated capital or surplus of the Corporation;

(r) Any single payment to any vendor or groups of vendors as to any single project, service or product, in excess of US\$ 5,000;

(s) The commencement, voluntary dismissal or settlement of any lawsuit or arbitration;

(t) The commencement, voluntarily or involuntarily, of a case for relief under the United States Bankruptcy Code or of a case in the state court or before any governing authority for relief from creditors, reorganization, insolvency, or liquidation, or the consent to the aforesaid laws with respect to the Corporation;

(u) The giving and revocation of powers of attorney, except customs powers of attorney; and

(v) The consent to the settlement or compromise of controversies with governmental agencies, specifically regarding tax matters.

The Board of Directors may make additional types of transactions dependent on its prior approval, and the right of the Board to give its approval in advance for certain types of transactions is hereby reserved.

ARTICLE 4 - OFFICERS

SECTION 4.1. OFFICERS. The Corporation shall have such officers with such titles, authority, and duties as shall be stated in these By-Laws or in a resolution of the Board which is not inconsistent with these By-Laws and as may be necessary to enable it to sign instruments and stock certificates which comply with the Delaware General Corporation Law. The officers of the Corporation shall be a President, a Secretary and a Treasurer, and they shall be elected by the Board, and shall hold office until their successors are elected and qualified, unless such officers resign, die, or are removed prior thereto. In addition, the Board may elect one or more Vice-Presidents and such Assistant Secretaries and Assistant Treasurers as it may deem necessary and proper. The officers shall be elected at the first meeting of the Board after each annual meeting. Any number of offices may be held by the same person, unless the Certificate of

Incorporation or these By-Laws otherwise provide. None of the officers of the Corporation need be stockholders.

SECTION 4.2. OTHER OFFICERS AND AGENTS. The Board may appoint such officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the Board.

SECTION 4.3. CHAIRMAN. The Chairman of the Board, if one be elected, shall preside at all meetings of the stockholders and of the Board and shall have and perform such other duties as from time to time may be assigned to him by the Board.

SECTION 4.4. PRESIDENT. The President shall be the Chief Executive Officer of the Corporation and have the general powers and duties of supervision and management usually vested in the office of President of a corporation and any other duties as shall be determined from time to time by the Board. If there be no Chairman, or in his absence, the President shall preside at all meetings of the stockholders and of the Board. Except as the Board shall authorize the execution thereof in some other manner, he shall execute bonds, mortgages, and other contracts on behalf of the Corporation, and shall cause the seal to be affixed to any instrument requiring it, and when so affixed the seal shall be attested by the Secretary or the Treasurer or an Assistant Secretary or an Assistant Treasurer, and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the President, the Board or the stockholders, upon whose request the meeting is called.

SECTION 4.5. VICE-PRESIDENTS. Vice-Presidents, if any be elected, shall have such powers and shall perform such duties as shall be assigned to them by the Board.

SECTION 4.6. SECRETARY. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and directors, and all other notices required by law or by these By-Laws, and, in case of his absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the President, the Board, or the stockholders, upon whose request the meeting is called. He shall record all the proceedings of the meetings of the Corporation and of the Board in a book to be kept for that purpose. He shall keep in safe custody the seal of the Corporation, and when authorized by the Board, shall affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of any Assistant Secretary.

SECTION 4.7. TREASURER. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds

of the Corporation as may be ordered by the Board, the Chairman or the President, taking proper vouchers for such disbursements. He shall render to the Chairman, the President and Board at the regular meetings of the Board, or whenever they may request it, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, he shall give the Corporation a bond for the faithful performance of his duties in such amount and with surety as the Board shall prescribe.

SECTION 4.8. ASSISTANT TREASURERS & ASSISTANT SECRETARIES. Assistant Treasurers and Assistant Secretaries, if any be elected, shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Board.

SECTION 4.9. REMOVAL; RESIGNATIONS; VACANCIES. Any officer elected or appointed by the Board may be removed at any time, either for or without cause, by the affirmative vote of a majority of the Board. Section 3.3 of these By-Laws shall apply similarly to resignations of officers. Any vacancy occurring in any office of the Corporation may be filled by the Board

ARTICLE 5 - STOCK AND STOCK RECORDS

SECTION 5.1. CERTIFICATES FOR SHARES OF STOCK. 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 Chairman or Vice-Chairman of the Board, or the President or a Vice-President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation, representing the number of shares registered on such stockholder's behalf. If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative, participating, optional, or other special rights of each class of stock or series thereof 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 or series of stock, provided that, except as otherwise provided in Section 202 of the General Corporation Law of the State of Delaware, in lieu of the foregoing requirements, there may be set forth on the face or 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 powers, designations, preferences and relative, participating, optional, or other special rights of each class of stock or series thereof and the qualifications, limitations, or restrictions of such preferences and/or rights. Where a certificate is countersigned (1) by a transfer agent other than the Corporation or its employee, or (2) by a registrar other than the Corporation or its employee, the signatures of such officers may be facsimiles.

SECTION 5.2. LOST, STOLEN OR DESTROYED CERTIFICATES. The Board may direct that a new certificate of stock be issued in place

of any certificate theretofore issued by the Corporation, and alleged to have been lost, stolen or destroyed, upon the making of an affidavit of such fact of loss, theft or destruction by the owner of the lost, stolen, or destroyed certificate, or his legal representative. Further, the Board may require any such owner to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

SECTION 5.3. TRANSFER OF SHARES. The shares of stock of the Corporation shall be transferable only upon its books by the holders thereof in person or by their duly authorized attorneys or legal representatives, and upon such transfer the old certificates, duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, shall be surrendered to the Corporation by the delivery thereof to the person in charge of the stock and transfer books and ledgers, or to such other persons as the Board may designate, by whom they shall be canceled, and new certificates shall thereupon be issued. A record shall be made of each transfer and whenever a transfer shall be made for collateral security, and not absolutely, it shall be so expressed in the entry of the transfer.

SECTION 5.4. REGISTERED STOCKHOLDERS. The Corporation shall be entitled to recognize the exclusive right of, 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 any 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 the State of Delaware.

SECTION 5.5. DIVIDENDS. Subject to the provisions of the Certificate of Incorporation, the Board may, out of funds legally available therefor at any regular or special meeting, declare dividends upon the capital stock of the Corporation as and when they deem expedient. Dividends may be paid in cash, in property, or in shares of the Corporation's capital stock, subject to the provisions of the Certificate of Incorporation and applicable statute. Before declaring any dividends, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board from time to time in its discretion deems proper for working capital or as a reserve fund to meet contingencies or for equalizing dividends or for such other purpose as the Board shall deem conducive to the interests of the Corporation, and the Board may modify or abolish any such reserve.

ARTICLE 6 – MISCELLANEOUS

SECTION 6.1. SEAL. The corporate seal shall be circular in form and shall contain the name of the Corporation, the year of its organization and the words "CORPORATE SEAL, DELAWARE." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

SECTION 6.2. FISCAL YEAR. The fiscal year of the Corporation shall be January 1 - December 31, and as determined from time to time by resolution of the Board.

SECTION 6.3. CHECKS. All checks, drafts, or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board.

SECTION 6.4. WAIVER OF NOTICE. Whenever notice is required to be given under any provision or statute or the Certificate of Incorporation or these By-Laws, a written waiver, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. 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 unless so required by the Certificate of Incorporation or these By-Laws.

SECTION 6.5. INDEMNIFICATION.

(a) The Corporation shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made a party to any threatened, pending or completed action 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 such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer 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 if he acted in good faith and in a manner 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 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.

(b) 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the

request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this Section 6.5, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) of this Section 6.5 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b) of this Section 6.5. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses incurred by an officer or director in defending a civil or criminal action suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Section 6.5. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Section 6.5 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, 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.

(g) The Corporation shall have power to 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 this Section 6.5.

(h) For purposes of this Section 6.5, references to “the Corporation” shall include, in addition to the resulting corporation any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Section 6.5 with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this Section 6.5, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to “serving at the request of the Corporation” shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Section 6.5.

(j) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 6.5 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(k) Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law

ARTICLE 7 - AMENDMENTS

The Corporation’s Board shall have the power to adopt, amend or repeal the Corporation’s By-Laws by majority vote at any regular meeting of the Board, or at any special meeting of the Board, if notice thereof is contained in the notice of such special meeting, or by written consent as provided by Section 141(f) of the General Corporation Law of the State of Delaware

