

sidiary or affiliate thereof, who was or may have been responsible, in whole or in part, for the acts, transactions or things with respect to which or as a result of which such payments were made by the Corporation.

6. To the full extent that it shall from time to time have power under applicable law and in the manner from time to time prescribed or permitted under applicable law, the Corporation shall indemnify any director or officer and the Corporation may indemnify any employee or agent, who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and including actions or suits by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall purchase and maintain insurance, in an amount from time to time to be determined by the Board of Directors, and for the broadest coverage procurable, on behalf of all such directors and officers against any liability asserted against any one or more of them and incurred by him or them in any such capacity or arising out of his or their status as such. The provisions of this section shall continue for the benefit of a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the estates, heirs, legatees and legal representatives of such a person and the legal representatives and assigns of such a person in the event of his incompetency, insolvency or bankruptcy.

7. The stockholders of the Corporation shall not be personally liable for the payment of the Corporation's debts, except as they may be liable by reason of their own conduct or acts.

8. In furtherance and not in limitation of the powers conferred by the General Corporation Law of the State of Delaware, or elsewhere in the Certificate of Incorporation of the Corporation, the Board of Directors is expressly authorized without stockholder approval:

(a) To provide for payment by the Corporation of reasonable directors' fees and of the travel and other expenses incurred by the directors in connection with attendance at meetings or otherwise incurred on business for and on behalf of the Corporation;

(b) To set apart out of any of the funds of the Corporation available for dividends, a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created;

(c) To authorize the issuance, from time to time, of any or all shares of stock of the Corporation of any class at any time authorized, any securities convertible into or exchangeable for any such shares so authorized, and any warrant, option or right to purchase, subscribe for or otherwise acquire, shares of stock of the Corporation of any class at any time authorized, in each case to such persons and for such consideration and on such terms as the Board of Directors from time to time in its discretion lawfully may determine; provided, however, that the consideration for the issuance of shares of stock of the Corporation having par value shall not be less than such par value; and stock so issued, for which the consideration has been paid to the Corporation, shall be full paid stock, and the holders of such stock shall not be liable to any further call or assessments thereon; and

(d) To initiate, authorize, adopt, approve or ratify a plan or plans for pensions, profit sharing, employee incentive, insurance benefits of all types and descriptions, and rights, options, installment contracts or other arrangements for the purchase of stock of any class of the Corporation and to make the benefits of any such plan or plans available to the directors, officers or employees of the Corporation or of any subsidiary or affiliate thereof, or to persons associated with or participating in the business of the Corporation or of any subsidiary or affiliate thereof. With respect to any plan or plans involving contracts or other arrangements for the purchase of stock, the Board of Directors may authorize the issuance of all the shares and the issuance and delivery of a certificate or certificates evidencing all the shares involved, to the person or persons from time to time participating therein at the inception of each such participation, or may direct that the delivery of such certificate or certificates shall be withheld until all or some specified portion of the required payments have been made; and

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