

SECTION 2.5. Fixing of Record Date. For the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date to be not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting or of the payment of a dividend or of the event involved. If no record date is fixed, the record date for such determination of stockholders shall be (a) the close of business on the day next preceding the date on which notice of the meeting is mailed, (b) the date on which the resolution of the Board of Directors declaring such dividend is adopted, or (c) the date on which notice is given to stockholders involving an event requiring a record date, as the case may be. When a determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this Section, such determination shall apply to any adjournment thereof.

SECTION 2.6. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders, except that when specified business is to be voted on by a class or series voting as a class, the holders of a majority of the shares of such class or series shall constitute a quorum of such class or series for the transaction of such business. If less than a majority of all the outstanding shares are represented at a meeting, or if less than a majority of any class or series are represented at a meeting where voting by class or series is required, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

SECTION 2.7. Proxies. At all meetings of stockholders, a stockholder may vote by proxy executed in writing by the stockholder, or by his duly authorized attorney in fact. Such proxy must be filed with the Secretary of the corporation at or before the time the meeting is called to order. No proxy shall be valid after eleven (11) months from the date of its execution, unless the proxy shall otherwise provide.

SECTION 2.8. Judges of Election. At its annual meeting immediately following the annual meeting of stockholders, the Board of Directors shall elect three (3) judges of election to serve for one year and if any judges so elected shall refuse to serve or shall not be present at any stockholders' meeting, he shall be replaced by the Board of Directors or by the Chairman of such meeting. All voting at stockholders' meetings shall be conducted solely under the direction of the judges, and the decision of a majority of the judges as to the outcome of all voting at such meetings shall be binding upon the Corporation and its stockholders, in the absence of actual fraud in the decision of a majority of the judges. Any competent person over the age of 21 may be appointed as a judge of election.

(a) In fulfilling their obligations hereunder, the judges shall have the following responsibilities:

(1) To determine whether the meeting itself is legally constituted for the purpose of the election of directors; (2) to determine the validity and effect of proxies and the authority of the person or persons designated in such proxies to vote pursuant thereto; (3) to determine the validity and effect of ballots cast for the election of directors; and (4) to do all other acts and make all other determinations necessary or appropriate in connection with conducting the election and deciding the results thereof.

(b) In discharging any or all of the aforementioned responsibilities, the judges (1) shall not have the duty of determining the names or addresses of the registered stockholders of the Corporation entitled to vote at such meeting, but may rely on a dated list of such stockholders if certified by either the transfer agent or the Secretary of the Corporation and if the date of such list coincides with the record date as fixed pursuant to these By-Laws, and (2) shall not have the duty of determining the date of mailing of the notices of the meeting or the persons to whom notices were sent, but may rely on a certificate of the transfer agent or the Secretary of the Corporation containing such information.

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