

SECTION 6.4. *Waiver of Notice.* Whenever any notice is required to be given to any stockholder or director of the Corporation under the provisions of the General Corporation Law of the State of Delaware, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the stockholders or the Board of Directors need be specified in any waiver of notice of such meeting.

SECTION 6.5. *Audits.* The accounts, books and records of the Corporation shall be audited upon the conclusion of each fiscal year by an independent certified public accountant selected by the Board of Directors, and it shall be the duty of the Board of Directors to cause such audit to be made annually.

SECTION 6.6. *Resignations.* Any director or any officer, whether elected or appointed, may resign at any time by serving written notice of such resignation on the President or the Secretary, and such resignation shall be deemed to be effective as of the close of business on the date said notice is received by the President or Secretary. No formal action shall be required of the Board of Directors or the Stockholders to make any such resignation effective.

ARTICLE VII

AMENDMENTS

SECTION 7.1. *Amendments.* Except as provided in the following sentence, the Board of Directors at any duly constituted regular or special meeting, by the vote of a majority present, may make, alter, amend or repeal any By-Laws. The vote of two-thirds of the entire Board of Directors (as used in these By-Laws the term "entire Board of Directors" shall mean the total number of directors provided for in these By-Laws) shall be necessary to alter, amend, or repeal or change in any way Section 2.2 of Article II or Section 3.2 of Article III or Section 7.1 of Article VII of these By-Laws.

8
4
0

4328 W-2