

06-20-2000

TRADEMARK



101384767

5/31/00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

06/19/2000 JSH/DAZZ 00000144 1154267

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
25.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002089 FRAME: 0471

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (303) 473-2710

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,154,267"/>	<input type="text" value="1,227,063"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Scott S. Havlick, Esq. Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Scott S. Havlick

Name of Person Signing

Scott Havlick

Signature

5/31/00

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PEARSE ELECTRONICS INC.", A COLORADO CORPORATION,

WITH AND INTO "ULTIMATE ELECTRONICS, INC." UNDER THE NAME OF "ULTIMATE ELECTRONICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF AUGUST, A.D. 1993, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2333858 8100M

001237557

AUTHENTICATION: 0429333

DATE: 05-10-00

TRADEMARK
REEL: 002089 FRAME: 0473

8-2-93

CERTIFICATE OF OWNERSHIP AND MERGER

of

PEARSE ELECTRONICS INC.
(a Colorado corporation)

into

ULTIMATE ELECTRONICS, INC.
(a Delaware corporation)

Pursuant to the provisions of the Delaware General Corporation Law, Pearse Electronics Inc., a Colorado corporation ("Pearse Electronics"), and Ultimate Electronics, Inc., a Delaware corporation ("Ultimate"), hereby adopt this Certificate of Ownership and Merger with respect to the merger of Pearse Electronics into Ultimate under Section 253 of the Delaware General Corporation Law.

A. Pearse Electronics owns 100% of the issued and outstanding capital stock of Ultimate.

B. The Agreement and Plan of Merger pursuant to which Pearse Electronics shall be merged into Ultimate is attached hereto as Exhibit A and by this reference incorporated herein.

Said Agreement and Plan of Merger was adopted, approved, certified, executed and acknowledged in accordance with the laws of Colorado by resolutions of the Board of Directors of Pearse Electronics on July 30, 1993, copies of which are attached hereto as Exhibit B, and by resolutions of the Board of Directors of Ultimate on July 30, 1993, copies of which are attached hereto as Exhibit C.

C. Section 5.1 of the Certificate of Incorporation of Ultimate shall be amended pursuant to the Agreement and Plan of Merger to provide for a reduction in the total number of

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated July 30, 1993, is between Pearse Electronics Inc., a Colorado corporation ("Pearse Electronics"), and Ultimate Electronics, Inc., a Delaware corporation ("Ultimate").

WHEREAS, Pearse Electronics is a corporation duly organized and existing under the laws of the State of Colorado, having an authorized capital stock of 50,000 shares of common stock, no par value (the "Pearse Electronics Common Stock");

WHEREAS, Ultimate is a corporation duly organized and existing under the laws of the State of Delaware, currently having an authorized capital stock of 50,000,000 shares of common stock, \$.01 par value (the "Ultimate Common Stock"), and 10,000,000 shares of preferred stock, \$.01 par value;

WHEREAS, 100 shares of Ultimate Common Stock are issued and outstanding and owned by Pearse Electronics, and are the only shares of capital stock of Ultimate issued and outstanding;

WHEREAS, a total of 9300 shares of Pearse Electronics Common Stock are issued and outstanding and owned by William J. Pearse, Barbara A. Pearse and the 1992 William J. Pearse III Trust No. 1, the William J. Pearse III Trust No. 2, the 1992 Megan Pearse Trust No. 1, the 1992 Megan Pearse Trust No. 2, the 1992 Bradford Pearse Trust No. 1 and the 1992 Bradford Trust No. 2 (collectively, the "Trusts"), and are the only shares of capital stock of Pearse Electronics issued and outstanding;

WHEREAS, the respective boards of directors of Pearse Electronics and Ultimate have determined that it is advisable and in the best interests of each such corporation that Pearse Electronics merge with and into Ultimate as authorized by the statutes of the States of Colorado and Delaware and upon the terms and subject to the conditions of this Agreement; and

WHEREAS, the respective boards of directors of Pearse Electronics and Ultimate have, by resolutions duly adopted, approved this Agreement, Pearse Electronics has approved this Agreement as the sole stockholder of Ultimate, and William J. Pearse, Barbara A. Pearse and the Trusts, as the holders of all of the capital stock of Pearse Electronics entitled to vote, have unanimously approved this Agreement by written consent. Therefore, this Agreement has been approved in accordance with the laws of the States of Colorado and Delaware.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Pearse Electronics and Ultimate hereby agree as follows:

1. **Merger.** Upon the terms and subject to the conditions set forth in this Agreement, Pearse Electronics shall be merged with and into Ultimate (the "Merger"), and Ultimate shall be the surviving corporation (sometimes hereafter referred to as the "Surviving Corporation"). The name of the Surviving Corporation shall be Ultimate Electronics, Inc. The Merger shall become effective on August 2, 1993 or on and as of the date upon which this Agreement is filed with the Secretaries of State of the States of Colorado and Delaware (the "Effective Date").

2. **Governing Documents.** The certificate of incorporation of Ultimate, as in effect immediately prior to the Effective Date, shall be the certificate of incorporation of the Surviving Corporation without change or amendment until thereafter amended in accordance with applicable law, except that, as of the Effective Time, Article 5, Section 5.1 of the certificate of incorporation of the Surviving Corporation shall be amended to read as follows:

5.1 Authorized Shares. The total number of shares that the Corporation shall have authority to issue is twenty thousand (20,000) shares of Common Stock, each with a par value of \$.01.

The bylaws of Ultimate, as in effect immediately prior to the Effective Date, shall be the bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with applicable law. References to "the Corporation" in Article VI of the bylaws of Ultimate shall include Pearse Electronics, in addition to Ultimate, so that any person who was a director or officer of Pearse Electronics or is or was serving at the request of Pearse Electronics as a director, employee or agent of another corporation, partnership, joint venture, trust, association or other entity shall stand in the same position under the provisions of said Article VI with respect to Ultimate as he would if he had served Ultimate in the same capacity or is or was so serving such other entity at the request of Ultimate, as the case may be.

3. **Succession; Officers and Directors.** On the Effective Date, the separate corporate existence of Pearse Electronics shall cease and Ultimate, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises of a public and private nature and be subject to all the restrictions, disabilities and duties of Pearse Electronics; and all rights, privileges, powers and franchises of Pearse Electronics, and all property, real, personal and mixed, and all debts due to Pearse Electronics on whatever account, as well as for share subscriptions and all other things in action belonging to Pearse Electronics, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they

were of Pearse Electronics, and the title to any real estate vested by deed or otherwise in Pearse Electronics, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of Pearse Electronics shall be preserved unimpaired, and all debts, liabilities and duties of Pearse Electronics shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Pearse Electronics, its shareholders, board of directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of Ultimate and shall be as effective and binding thereon as the same were with respect to Pearse Electronics.

On the Effective Date, except as provided elsewhere in this Agreement, the officers of Ultimate shall be and continue as the officers of the Surviving Corporation to hold the positions in the Surviving Corporation to which they have been elected as officers of Ultimate and to serve in accordance with the bylaws of the Surviving Corporation; and the employees and agents of Pearse Electronics shall become the employees and agents of the Surviving Corporation and shall continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of Pearse Electronics.

On the Effective Date, the following persons shall be and constitute the board of directors of the Surviving Corporation until their respective successors shall have been duly elected and qualified, or until their earlier death, resignation or removal: William J. Pearse, David J. Workman, Alan E. Kessock and Robert Beale.

4. **Further Assurances.** From time to time, as and when required by Ultimate, or by its successors and assigns, there shall be executed and delivered on behalf of Pearse Electronics such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in Ultimate the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Pearse Electronics, and otherwise to carry out the purposes of this Agreement, and the officers and directors of Ultimate are fully authorized in the name and on behalf of Pearse Electronics or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Conversion and Cancellation of Pearse Electronic Common Stock.

(a) On the Effective Date, each of the 9300 shares of Pearse Electronics Common Stock, no par value per share, issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and thereupon shall each be deemed to have been converted into and shall be two (2) shares of fully paid, nonassessable shares of Ultimate Common Stock, \$.01 par value per share.

(b) On or after the Effective Date, the holders of outstanding shares of Pearse Electronics Common Stock shall surrender these certificates for cancellation to Ultimate's corporate Secretary, who shall act as the exchange agent to effect the exchange of Pearse Electronics share certificates for certificates representing shares of Ultimate Common Stock. Each holder of Pearse Electronics Common Stock shall be entitled upon such surrender to receive in exchange therefore a certificate representing the shares of Ultimate Common Stock to which it is entitled pursuant to Section 5(a) above. Until such surrender and cancellation, each share of outstanding Pearse Electronics Common Stock shall, after the Effective Date, be deemed for all corporate purposes to evidence solely the number of shares of Ultimate Common Stock to which it is entitled under Section 5(a) above.

(c) In its sole discretion, Ultimate may elect to (i) round up to the nearest whole share, in lieu of issuing fractional shares of Ultimate Common Stock as a result of the Merger, or (ii) Ultimate may pay the fair market value of such fractional shares to the holders who would otherwise be entitled to such fractional shares of Ultimate Common Stock, as determined in good faith by its board of directors.

(d) The 100 shares of Ultimate Common Stock presently issued in the name of Pearse Electronics shall be cancelled and retired and no shares of Ultimate Common Stock or other security of Ultimate shall be issued in respect thereof.

6. Amendment. Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of the parties at any time prior to the Effective Date with respect to any of the terms contained in this Agreement.

7. Abandonment. At any time prior to the Effective Date, this Agreement may be terminated and the Merger may be abandoned by the board of directors of either Pearse Electronics or Ultimate, or both, notwithstanding approval of this Agreement by the shareholders of Pearse Electronics and Ultimate entitled to vote thereon, if circumstances arise which, in the opinion of

the board of directors of either Pearse Electronics or Ultimate, make the Merger inadvisable.

8. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original and the same agreement.

9. Agreement for Service of Process; Dissenting Shareholders. The Surviving Corporation, from and after the Effective Date, agrees that it may be sued and served with process in the State of Colorado at 9901 West 50th Avenue, Wheatridge, Colorado 80033, in any proceeding for the enforcement of any obligation of Pearse Electronics and in any proceeding for the enforcement of the rights of a dissenting shareholder of Pearse Electronics against the Surviving Corporation. The Surviving Corporation irrevocably appoints the Secretary of State of the State of Colorado as its agent to accept service of process in any such proceeding.

10. Governing Law. This Agreement and the legal relations between the parties shall be governed by and construed in accordance with the laws of the State of Delaware.

IN WITNESS WHEREOF, Pearse Electronics and Ultimate have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

ATTEST:

PEARSE ELECTRONICS INC., a Colorado corporation

By Alan E. Kessock
Alan E. Kessock
Assistant Secretary

By William J. Pearse
William J. Pearse
Chief Executive Officer

ATTEST:

ULTIMATE ELECTRONICS, INC., a Delaware corporation

By Alan E. Kessock
Alan E. Kessock
Secretary

By William J. Pearse
William J. Pearse
Chief Executive Officer

Exhibit B

**Minutes of Action of the Board of Directors
of
Pearse Electronics Inc., a Colorado corporation
by Unanimous Written Consent
in Lieu of a Meeting**

The undersigned, being all of the directors of Pearse Electronics Inc., a Colorado corporation (the "Corporation"), hereby adopt the following resolutions by unanimous consent as if such action had been taken at a meeting of the directors of the Corporation duly called and held on July 30, 1993.

RESOLVED, that it is advisable and in the best interests of the Corporation that the Corporation be merged with and into Ultimate Electronics, Inc. ("Ultimate"), a Delaware corporation, (the "Merger") on the terms and subject to the conditions set forth in the Agreement and Plan of Merger in the form attached hereto as Exhibit A (the "Merger Agreement"), by which action the separate corporate existence of the Corporation shall cease and Ultimate shall be the surviving corporation and shall succeed to the ownership of all of the assets, have the rights, powers and privileges and assume all of the obligations of the Corporation;

FURTHER RESOLVED, that the form, terms and provisions of the Merger Agreement be and hereby are in all respects approved; that the Chief Executive Officer, the President or any Vice President of the Corporation be and hereby is authorized to execute on behalf of the Corporation the Merger Agreement, with such changes therein as the officer executing the same shall deem necessary or appropriate to effect the Merger, his execution thereof to be conclusive evidence of the approval of this Board of such changes; and that the Secretary or the Assistant Secretary of the Corporation be and each hereby is authorized to attest to the execution of, and to affix the corporate seal of the Corporation to, the Merger Agreement;

FURTHER RESOLVED, that the Merger Agreement shall be submitted to a vote of the stockholders of the Corporation at a meeting held pursuant to the provisions of applicable law and the Chief Executive Officer, the President and Secretary of the Corporation are hereby authorized to send a notice to the stockholders calling a meeting;

FURTHER RESOLVED, that the Merger shall become effective on August 2, 1993 or at such time as the Chief Executive Officer, the President or any Vice President of Ultimate shall determine and as shall be set forth in the Articles of Merger to be filed with the Secretary of State of Colorado and the

Certificate of Ownership and Merger filed with the Secretary of State of Delaware;

FURTHER RESOLVED, that the officers of the Corporation be and each of them hereby is authorized and directed to execute and verify Articles of Merger and a Certificate of Ownership and Merger in such form as the officers executing said documents shall deem appropriate, such execution to be conclusive evidence of the approval by the Board of Directors thereof, and to cause the same to be filed and recorded in accordance with the laws of the States of Colorado and Delaware, to cause such other documents to be filed and such fees to be paid as necessary or appropriate in the States of Colorado and Delaware, and to do and cause to be done any and all acts and things which they may deem necessary or appropriate in connection with the Merger;

FURTHER RESOLVED, that the directors and officers of the Corporation are authorized and directed to execute any documents and to perform any other acts on the Corporation's behalf that any such officer or director deems appropriate to carry out fully the foregoing resolutions.

Approved and Signed:



William J. Pearse



Barbara A. Pearse

Being all of the directors
of the Corporation

**Minutes of Action of the Board of Directors
of
Ultimate Electronics, Inc.
by Unanimous Written Consent
in Lieu of an Organizational Meeting**

The undersigned, being all of the directors of Ultimate Electronics, Inc., a Delaware corporation (the "Corporation"), hereby adopt the following resolutions by unanimous consent as if such action had been taken at an organizational meeting of the directors of the Corporation duly called and held on July 30, 1993.

1. Certificate of Incorporation.

RESOLVED, that the certificate of incorporation attached as Exhibit A to these minutes, which was filed in the office of the Secretary of State of Delaware on April 23, 1993, and became effective on that date, is acknowledged as the certificate of incorporation of this Corporation; and that the secretary of the Corporation is directed to place a certified copy of the certificate of incorporation, when as and if amended, into the minute book of the Corporation.

2. Bylaws.

RESOLVED, that the bylaws attached as Exhibit B to these minutes are adopted as the bylaws of the Corporation.

3. Election of Officers.

RESOLVED, that the following persons are elected to the offices set forth below opposite their respective names, each to serve at the pleasure of the board of directors in accordance with, and to have the powers and duties described in, the bylaws of the Corporation and as may be delegated from time to time by the board of directors:

William J. Pearse	Chairman of the Board and Chief Executive Officer
David J. Workman	President and Chief Operating Officer
Alan E. Kessock	Vice President - Finance and Administration, Secretary and Treasurer

Neal A. Bobrick

Vice President - Sales and
Store Operations

4. Corporate Seal.

RESOLVED, that the form of corporate seal embossed in the margin of these minutes is adopted as the seal of this Corporation.

5. Stock Certificate.

RESOLVED, that the form of stock certificate attached as Exhibit C to these minutes is adopted as the stock certificate for shares of common stock of the Corporation.

6. Stock Issuance and Restriction on Transfer.

RESOLVED, that the offer of Pearse Electronics Inc., a Colorado corporation ("Pearse Electronics"), to purchase 100 shares of the Corporation's \$.01 par value common stock at \$1.00 per share is accepted; and that the proper officers are authorized and directed to execute, issue and deliver to Pearse Electronics, upon receipt by the Corporation of \$100.00, representing the full purchase price of such shares, a certificate representing 100 shares of common stock of the Corporation.

FURTHER RESOLVED, that such shares will not be registered under the Securities Act of 1933, as amended (the "Act"), or under any state securities laws, and that such shares may be offered, sold, or otherwise transferred by Pearse Electronics only if the Corporation determines that the transfer is either registered or exempt from registration under the Act and all applicable state laws.

7. Merger.

RESOLVED, that it is advisable and in the best interests of the Corporation that Pearse Electronics be merged with and into the Corporation (the "Merger") on the terms and subject to the conditions set forth in the Agreement and Plan of Merger in the form attached hereto as Exhibit D (the "Merger Agreement"), by which action (i) the separate corporate existence of Pearse Electronics shall cease and the Corporation shall be the surviving corporation and shall succeed to the ownership of all of the assets, have the rights, powers and privileges and assume all of the obligations of Pearse Electronics and (ii) the Certificate of Incorporation of the Corporation shall be amended to provide for a decrease in the number of authorized shares to twenty thousand (20,000) shares of common stock, par value \$.01 per share;

FURTHER RESOLVED, that the form, terms and provisions of the Merger Agreement be and hereby are in all respects approved;

that the Chief Executive Officer, the President or any Vice President of the Corporation be and hereby is authorized to execute on behalf of the Corporation the Merger Agreement, with such changes therein as the officer executing the same shall deem necessary or appropriate to effect the Merger, his execution thereof to be conclusive evidence of the approval of this Board of such changes; and that the Secretary or the Assistant Secretary of the Corporation be and each hereby is authorized to attest to the execution of, and to affix the corporate seal of the Corporation to, the Merger Agreement;

FURTHER RESOLVED, that the Merger shall become effective (the "Effective Date") at such time as the Chief Executive Officer, the President or any Vice President of the Corporation shall determine and as shall be set forth in the Certificate of Ownership and Merger filed with the Secretary of State of Delaware and the Articles of Merger to be filed with the Secretary of State of Colorado; and

FURTHER RESOLVED, that the officers of the Corporation be and each of them hereby is authorized and directed to execute a Certificate of Ownership and Merger and Articles of Merger with respect to the Merger in such form as the officers executing said documents shall deem appropriate, such execution to be conclusive evidence of the approval by the Board of Directors thereof, and to cause such other documents to be filed and such fees to be paid as necessary or appropriate in the States of Colorado and Delaware, and to do and cause to be done any and all acts and things which they may deem necessary or appropriate in connection with the Merger.

8. Fiscal Year.

RESOLVED, that the first fiscal year of this Corporation shall close on January 31, 1994, and that thereafter the fiscal year of this Corporation shall be on the 31st of January of each successive year.

9. Auditors.


RESOLVED, that Ernst & Young are appointed as the auditors of the Corporation.

10. Miscellaneous.

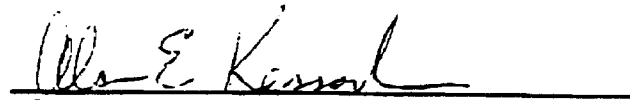
RESOLVED, that the Treasurer of the Corporation is authorized and directed to pay all charges and expenses arising out of the organization of this Corporation, and to reimburse any person who has made disbursements in connection with the organization of this Corporation; and

FURTHER RESOLVED, that the directors and officers of the Corporation are authorized and directed to execute any documents and to perform any other acts on the Corporation's behalf that any such officer or director deems appropriate to carry out fully the foregoing resolutions.

Approved and Signed:



William J. Pearce



Alan E. Kessock



David J. Workman



Robert Beale

Being all of the directors of the Corporation