

04-18-2001



101678391

TRADEMARK

4.6.01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

APR - 6

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

Change of Name

Other

Effective Date
Month Day Year
 02 20 1997

Conveying Party

Mark if additional names of conveying parties attached

Name Expert Systems, Inc. Execution Date
Month Day Year
 02 20 1997

Formerly 1625027

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Georgia

Receiving Party

Mark if additional names of receiving parties attached

Name ESI Acquisition Corporation

DBA/AKA/TA

Composed of

Address (line 1) 3200 North Central Avenue

Address (line 2) Suite 1750

Address (line 3) Phoenix Arizona 85012
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization Arizona

04/18/2001 DBYRNE 00000021 1628027
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FOR OFFICE USE ONLY

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

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" value="1628027"/>	<input type="text"/>	<input type="text"/>
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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:

#

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.

Laureen Seeger

Name of Person Signing

Signature

March 23, 2001

Date Signed

SEP 24 1997

**ARTICLES OF CORRECTION
OF
EXPERT SYSTEMS, INC., an Arizona corporation
(formerly known as ESI Acquisition Corporation)**

APPR. Sherry Stai
TERM _____
DATE 9-24

0799346-3

1. These Articles of Correction correct the following document:

Articles of Merger By and Among National Health Enhancement Systems, Inc., a Delaware Corporation, ESI Acquisition Corporation, an Arizona Corporation, Expert Systems, Inc., a Georgia Corporation Into ESI Acquisition Corporation, an Arizona Corporation (the "Articles of Merger").

A copy of the Articles of Merger to be corrected are attached hereto as Exhibit A.

2. The Articles of Merger were delivered to the Arizona Corporation Commission for filing on February 20, 1997.

3. The title and paragraph 1 of the Articles of Merger contained the following misleading statements:

Title: "Articles of Merger by and among National Health Enhancement Systems, Inc., a Delaware Corporation, ESI Acquisition Corporation, an Arizona Corporation, and Expert Systems, Inc., a Georgia Corporation into ESI Acquisition Corporation, an Arizona Corporation."

Paragraph 1: "Names of the Parties. The parties to the merger herein described are NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC., a Delaware corporation ("Parent"), ESI ACQUISITION CORPORATION, an Arizona corporation ("Newco"), and EXPERT SYSTEMS, INC., a Georgia corporation ("ESI"). ESI and Newco shall sometimes be referred to as the "Constituent Corporations"."

The above statements appear to infer that National Health Enhancement Systems, Inc. was to be merged into ESI Acquisition Corporation. This is incorrect and was not the intention of the Articles of Merger. The Plan of Merger, which was filed simultaneously with the Articles of Merger, provides that the only merger that would occur was the merger of Expert Systems, Inc., a Georgia corporation, into ESI Acquisition Corporation.

4. Attached as Exhibit B are the corrected Articles of Merger.

Dated as of this 23rd day of September, 1997

EXPERT SYSTEMS, INC., an Arizona corporation,
formerly known as ESI Acquisition Corporation

By: 

Gregory J. Petras
CEO Chairman of the Board and President

FEB 28 1997

FILED 2/28/97
TERM _____ TIME _____
BY Thomas Steh

ARTICLES OF MERGER
BY AND AMONG

F-0037152-3 NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC.,
A DELAWARE CORPORATION,
ESI ACQUISITION CORPORATION, AN ARIZONA CORPORATION, AND
EXPERT SYSTEMS, INC., A GEORGIA CORPORATION *H/R - M-0806213-5*
INTO
ESI ACQUISITION CORPORATION, AN ARIZONA CORPORATION
0799346-3

Pursuant to A.R.S. §10-1105(A), the undersigned corporations, by and through the undersigned officers, hereby set forth the following Articles of Merger:

1. Names of Parties. The parties to the merger herein described are NATIONAL HEALTH ENHANCEMENT SYSTEMS, INC., a Delaware corporation ("Parent"), ESI ACQUISITION CORPORATION, an Arizona Corporation ("Newco"), and EXPERT SYSTEMS, INC., a Georgia corporation ("ESI"). Newco and ESI shall sometimes be referred to as the "Constituent Corporations".

2. Surviving Corporation; Statutory Agent; Articles of Incorporation. Newco is the surviving corporation. The principal place of business of Newco is 3200 North Central Avenue, Suite 1750, Phoenix, Arizona 85012. The statutory agent of Newco is Osborne Maledon, P.A., 2929 North Central Avenue, Phoenix, Arizona 85012-2794. There are no amendments to Newco's Articles of Incorporation as a result of the merger.

3. Plan of Merger. The Plan of Reorganization and Agreement of Merger ("plan of merger") have been delivered simultaneously with these Articles of Merger.

4. Outstanding Shares. The designation, number of outstanding shares and number of votes entitled to be cast was as follows:

Common Stock Outstanding
Entitled To Vote

Newco	100
ESI	4,878,920

5. Approvals.

(a) One Hundred (100) outstanding shares of Common Stock of Newco were entitled to vote and voted in favor of the plan of merger. The number of votes cast in favor of the plan of merger was sufficient for approval by Newco.

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(b) Four Million Eight Hundred Seventy-Eight Thousand Nine Hundred Twenty (4,878,920) outstanding shares of Common Stock of ESI were entitled to vote and voted in favor of the plan of merger. The number of votes cast in favor of the plan of merger was sufficient for approval by ESI.

(c) The approval of the shareholders of Parent was not required.

6. Effective Time and Date. The effective time and date of these Articles of Merger shall be the time and date filed with the Arizona Corporation Commission.

IN WITNESS WHEREOF, the undersigned have herunto set their hands as of the 19th day of February, 1997.

ESI ACQUISITION CORPORATION,
an Arizona corporation

By 

Gregory J. Petras
Its CEO and Chairman of the Board and President

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005/007

OSBORN MALEDON

6026409255

09/23/97 16:43

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EXHIBIT B

ARTICLES OF MERGER
OF
EXPERT SYSTEMS, INC., A GEORGIA CORPORATION
INTO
ESI ACQUISITION CORPORATION, AN ARIZONA CORPORATION

Pursuant to A.R.S. §10-1105(A), the undersigned corporations, by and through the undersigned officers, hereby set forth the following Articles of Merger:

1. Names of Parties. The parties to the merger herein described are ESI ACQUISITION CORPORATION, an Arizona Corporation ("Newco"), and EXPERT SYSTEMS, INC., a Georgia corporation ("ESI"). Newco and ESI shall sometimes be referred to as the "Constituent Corporations". (National Health Enhancement Systems, Inc., a Delaware corporation is the parent corporation to Newco and is herein referred to as the "Parent". Parent is not a party to the merger herein contemplated.)

2. Surviving Corporation; Statutory Agent; Articles of Incorporation. Newco is the surviving corporation. The principal place of business of Newco is 3200 North Central Avenue, Suite 1750, Phoenix, Arizona 85012. The statutory agent of Newco is Osborn Maledon, P.A., 2929 North Central Avenue, Phoenix, Arizona 85012-2794. There are no amendments to Newco's Articles of Incorporation as a result of the merger.

3. Plan of Merger. The Plan of Reorganization and Agreement of Merger ("plan of merger") have been delivered simultaneously with these Articles of Merger.

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Newco	100
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5. Approvals

(a) One Hundred (100) outstanding shares of Common Stock of Newco were entitled to vote and voted in favor of the plan of merger. The number of votes cast in favor of the plan of merger was sufficient for approval by Newco.

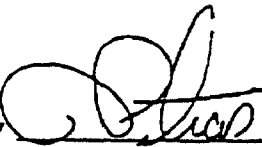
(b) Four Million Eight Hundred Seventy-Eight Thousand Nine Hundred Twenty (4,878,920) outstanding shares of Common Stock of ESI were entitled to vote and voted in favor of the plan of merger. The number of votes cast in favor of the plan of merger was sufficient for approval by ESI

(c) The approval of the shareholders of Parent was not required.

6. Effective Time and Date. The effective time and date of these Articles of Merger shall be the time and date filed with the Arizona Corporation Commission.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the 19th day of February, 1997.

ESI ACQUISITION CORPORATION,
an Arizona corporation

By 

Gregory J. Petras
Its CEO and Chairman of the Board

246251

ESI ACQUISITION CORPORATION

an Arizona corporation

BYLAWS

ARTICLE I

OFFICES

Section 1. The known place of business of the Corporation, which shall also be known as its principal place of business, shall be at the address so designated in the Articles of Incorporation, or if no address is so designated, at the address of the Corporation's statutory agent as set forth in the Articles of Incorporation. The address of the Corporation's known place of business may be changed from time to time by the Board in the manner provided in the Arizona Revised Statutes and without amending the Articles of Incorporation.

Section 2. The Corporation may have offices at such places, both within and without the State of Arizona, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Any meeting of the stockholders for the election of directors or for any other purpose may be held at such time and place, within or without the State of Arizona, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. An annual meeting of stockholders shall be held on the first Thursday in April, commencing in 1997, at the principal place of business of the Corporation in the State of Arizona, or on such other date and at such other place as the Board of Directors may specify, within or without the State of Arizona, at which meeting the stockholders entitled to vote shall elect a board of directors (by the cumulative system of voting if, but only if, the same shall then be mandatory for corporations organized under the laws of the State of Arizona) and shall transact such other business as may properly be brought before the meeting. The candidates receiving the greatest number of votes, up to the number of directors to be elected, shall be the directors.

Section 3. Written notice stating the time and place of the annual meeting shall be given to each stockholder entitled to vote thereat at least 10 days (but no more than 50 days) before the date of the meeting.

Section 4. The officer who has charge of the stock transfer books of the Corporation shall prepare and make a complete record of the stockholders entitled to vote at each meeting of the stockholders, arranged in alphabetical order with the address of and the number of shares and voting shares held by each. Such record shall be produced and kept open at the time and place of the meeting during the whole time thereof and shall be subject to the inspection of any stockholder during the whole time of the meeting for the purposes thereof.

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Section 5. A special meeting of the stockholders, for any purpose or purposes, unless otherwise provided by statute or by the Articles of Incorporation, may be called by the Chairman of the Board and shall be called by the Chairman of the Board or Secretary at the request in writing of at least 50% of the Board of Directors, or at the request in writing of stockholders owning at least 30% in amount of all the stock of the Corporation issued and outstanding and entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Written notice of a special meeting of stockholders, stating in reasonable detail the time, place and purposes thereof, shall be given to each stockholder entitled to vote thereat, at least ten days (but no more than fifty days) before the date fixed for the meeting.

Section 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of a majority of the stock issued and outstanding and entitled to vote on any matter to be considered thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation or by the Stockholders' Agreement. If, however, such quorum shall not be present or represented at any meeting of the stockholders, a majority of the stockholders entitled to vote on any matter to be considered thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time for an aggregate period not in excess of 30 days, without notice other than announcement at the meeting, until a quorum shall be present or represented. 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 noticed.

Section 9. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power with respect to each question, present in person or represented by proxy, shall decide such question brought before such meeting, unless the question is one upon which, by express provision of statute or of the Articles of Incorporation or these Bylaws or the Stockholders' Agreement, a different vote is required, in which case such express provision shall govern and control the decisions of such question.

Section 10. Each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, except as may otherwise be specified by the Articles of Incorporation. The Board of Directors may establish such reasonable record dates for determining stockholders entitled to notice of a meeting and to vote thereat, and for other purposes, as may be consistent with applicable law, as contemplated by Article VIII, Section 5 hereof. No proxy shall be effective unless in writing and in compliance with (i) applicable law and (ii) such reasonable requirements as the Board of Directors may prescribe. Unless demanded by a shareholder present in person or by proxy at any meeting of the shareholders and entitled to vote thereat, or unless so directed by the chairman of the meeting, the vote thereat on any question need not be by ballot. If such demand or direction is made, a vote by ballot shall be taken, and each ballot shall be signed by the shareholder voting, or by his or her proxy, and shall state the number of shares voted.

Section 11. Any action required or permitted to be taken at a meeting of stockholders may be effected by an instrument in writing setting forth such action, executed by each stockholder entitled to

vote thereon, which instrument shall be filed at the principal office of the Corporation or with the minutes maintained for meetings of stockholders.

ARTICLE III

DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

Section 2. The number of directors shall initially be one (1) director, and may be changed from time to time by resolution of the Board of Directors within the limits (if any) prescribed by the Articles of Incorporation. The directors shall be elected at the annual meeting of stockholders, or by unanimous written consent of stockholders (in accordance with Article III hereof), except as provided in Section 4 of this Article; and each director elected shall hold office until his successor is elected unless sooner displaced. Directors need not be stockholders. Subject to the limitations imposed by applicable law and the Stockholders' Agreement, the holders of a majority of the shares then entitled to vote at an election of directors may remove a director or directors (or all directors) at any time, with or without cause.

Section 3. Any director may resign at any time by giving written notice of his or her resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Chairman of the Board, the President or the Secretary; and, unless otherwise specified therein, the acceptance of such resignation shall be not necessary to make it effective.

Section 4. Vacancies, by death, resignation, removal or otherwise, and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors, or the sole remaining director, then in office, though less than a quorum; and the director(s) so chosen shall hold office until the next election of directors when their successor(s) are duly elected, unless sooner displaced.

MEETINGS OF THE BOARD OF DIRECTORS

Section 5. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona; and such meetings may be held by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to such communication shall constitute presence in person at such meeting.

Section 6. The first meeting of each newly elected Board of Directors shall be held at the same place as, and immediately after, the annual meeting of stockholders. No notice of such meeting shall be necessary to the newly elected directors in order legally to constitute, the meeting, provided a quorum shall be present. In the event such meeting is not held at such time and place, or in the event a unanimous written consent of stockholders shall be filed in lieu of the annual meeting of stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter

provided for special meetings of the Board of Directors, or as shall be specified in a written waiver signed by all of the directors.

Section 7. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 8. Special meetings of the Board of Directors may be called by the Chairman of the Board and shall be called by the Secretary upon the written request of a majority of the Board of Directors. Notice of special meetings of the Board of Directors shall be given to each director at least twenty-four hours before the time of the meeting.

Section 9. At all meetings of the Board, a majority of the total number of directors then set shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except, in either event, as may be otherwise specifically provided by statute or by the Articles of Incorporation, these Bylaws, or the Stockholders' Agreement. If a quorum shall not be present at any meeting of the Board of Directors, 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. 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 noticed.

Section 10. Any action required or permitted to be taken at a meeting of directors may be effected by an instrument in writing setting forth such action, executed by all the directors, which instrument shall be filed at the principal office of the Corporation or with the minutes maintained for meetings of directors.

COMMITTEES OF DIRECTORS

Section 11. Subject to the Stockholders' Agreement, the Board of Directors may, by resolution passed by a majority of the whole Board, designate, change or dissolve one or more committees, each committee to consist of one or more of the directors of the Corporation, which (to the extent provided in the resolution, subject to the Articles of Incorporation and applicable law) shall have and may exercise the powers and authority of the Board of Directors 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. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 12. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

COMPENSATION OF DIRECTORS

Section 13. As set by resolution of the Board, the directors may be paid their actual expenses, if any, of attending meetings of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or stated salaries as directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Members of special or standing committees may similarly be allowed compensation for standing committee meetings.

ARTICLE IV

NOTICES

Section 1. Except as otherwise provided below, notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given three days after the time when the same shall be mailed, postage prepaid, to such addresses. Notice to directors may be given by telegram, any other form of written communication or by telephone.

Section 2. Any notice required to be given under the provisions of applicable law or of the Articles of Incorporation or of these Bylaws may be waived in writing, either before or after the event requiring such notice, provided such waiver is signed by the person or persons entitled to said notice. Attendance at a meeting by a person shall constitute a conclusive waiver of any objections made by any person with respect to the notice given to such person unless attendance shall be solely for the purpose of objection on the ground that the meeting was not lawfully called or convened.

ARTICLE V

OFFICERS

Section 1. The officers of the Corporation shall be elected by the Board of Directors.

Section 2. The Board of Directors at its first meeting after each annual meeting of stockholders (or pursuant to a unanimous consent in lieu thereof) may elect one or more of the following officers, in its discretion: a Chairman of the Board, a President, one or more Senior Vice-Presidents, one or more Vice-Presidents, a Secretary and a Treasurer, none of whom need be a member of the Board. The Board of Directors may also elect one or more additional Vice-Presidents and Assistant Secretaries and Assistant Treasurers, or other officers as are necessary and desirable to carry out the business of the Corporation. Two or more offices may be held by the same person. If the Board of Directors determines in its discretion at any time or from time to time not to elect anyone to fill the office of Chairman of the Board, President, Vice-President, Secretary or Treasurer, the duties specified in these Bylaws to be performed by such officer(s) shall be performed by such other duly elected officer(s) as the Board of Directors, or in the absence of a Board of Directors determination, as the Chairman of the Board, shall determine from time to time.

Section 3. The Board of Directors may appoint and remove such agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The power to appoint and remove agents may be delegated by the Board.

Section 4. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors. Election or appointment of an officer or agent shall not itself create contract rights.

Section 5. The officers of the Corporation shall hold office until their successors are chosen, or until sooner displaced. Any officer elected by the Board of Directors may be removed, with or without cause, at any time by the affirmative vote of a majority of the directors then serving. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

Section 6. Any officer may resign at any time by giving written notice of his or her resignation to the Board, the Chairman of the Board, the President or the Secretary. Any such resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Board, the Chairman of the Board, the President or the Secretary; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

CHAIRMAN OF THE BOARD; PRESIDENT

Section 7. The Chairman of the Board shall be the chief executive officer of the Corporation, shall preside at all meetings of the stockholders and the Board of Directors, shall be ex officio a member of all standing committees and shall have general and active management of the business of the Corporation.

Section 8. He may execute all bonds, mortgages and other contracts or instruments in the ordinary course of the business of the Corporation. Unless the Board of Directors specifies otherwise, the Chairman of the Board shall have authority to vote (or grant a proxy with respect to) any securities held or owned by the Corporation.

Section 9. In the event the Board of Directors elects a President who is not also the Chairman of the Board, he shall have all the powers of the Chairman of the Board in the Chairman's absence or inability to act and such other powers as the Board of Directors shall designate.

THE VICE-PRESIDENTS

Section 10. The Senior Vice-Presidents and Vice-Presidents in the order of their seniority of election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President and Chairman of the Board of Directors, perform the duties and exercise the powers of the Chairman of the Board and the President. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARIES

Section 11. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record or cause to be recorded all the proceedings of such meetings in a book or books to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, required notices of all meetings of the stockholders and the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the Chairman of the Board, under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any contract or

instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the Treasurer or an Assistant Secretary. He shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 12. The Assistant Secretaries in the order of their seniority of election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

THE TREASURER AND ASSISTANT TREASURERS

Section 13. The Treasurer shall have the custody of the corporate funds and securities, shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 14. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 15. If required by the Board of Directors, he shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

Section 16. The Assistant Treasurers in the order of their seniority of election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

ARTICLE VI

CERTIFICATES OF STOCK; DEBT INSTRUMENTS

Section 1. Every holder of stock in the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by, Chairman of the Board, the President or a Vice-President and the Secretary or an Assistant Secretary, certifying the number of shares owned by him in the Corporation. If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class of stock, the designations, preferences, limitations and rights of each class or series 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, however, that except as otherwise provided by applicable law, in lieu of the foregoing requirements, there may be set forth on the face or back of a certificate a statement to the effect that the Corporation will furnish any shareholder upon request and without charge such a description or summary.

Section 2. Where a certificate, bond, debenture or other debt security instrument is (1) signed by a transfer agent or an assistant transfer agent or (2) registered by a registrar other than a Corporation or an employee of the Corporation, the signature of any Chairman of the Board, President, Vice-President, Secretary or Assistant Secretary may be facsimile. In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on, any such certificate or instrument shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise before such certificate or instrument have been delivered by the Corporation, such certificate or instrument may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed such certificate or instrument or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the Corporation.

LOST CERTIFICATES

Section 3. The Board of Directors may direct a new certificate or instrument to be issued in place of any certificate or instrument theretofore issued by the Corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate or instrument, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or instrument, or his legal representative, to give the Corporation such indemnity as it may direct against any claim that may be made against the Corporation with respect to the certificate or instrument alleged to have been lost or destroyed.

TRANSFERS OF STOCK

Section 4. Transfers of shares of stock of the Corporation shall be made only on the stock transfer books of the Corporation. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares properly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and payment of all taxes thereon the Corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

RECORD DATES

Section 5. The Board of Directors may fix in advance a date, not more than seventy (70) days (nor less than ten (10) days) preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or the date of any other lawful action, for the determination of the stockholders entitled to notice of, and to vote at, any such meeting and any adjournment thereof, or entitled to express consent to corporate action in writing without a meeting, or to receive payment of any such dividend, or to receive any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, and in such case each such stockholder and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to express such consent, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

REGISTERED STOCKHOLDERS

Section 6. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, to vote as such owner, to transfer such shares and for all other purposes; and the Corporation 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 Arizona.

ARTICLE VII

GENERAL PROVISIONS

DIVIDENDS

Section 1. Dividends upon the capital stock of the Corporation, subject to the provisions of the Articles of Incorporation and the Stockholders' Agreement (of any resolution of the Board of Directors establishing any series of any class of stock adopted pursuant to the provisions of the Articles of Incorporation), if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Articles of Incorporation, the Stockholders' Agreement and applicable law.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, equalize dividends, or to repair or maintain any property of the Corporation, and for such other purpose as the directors shall determine to be in the best interests of the Corporation. The directors may modify or abolish any such reserve in the manner in which it was created.

CHECKS

Section 3. All checks, drafts, or orders or demands for or to pay money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate or in the absence of such designation by the Chairman of the Board, the President or the Treasurer.

CONTRACTS

Section 4. Except as otherwise required by law or by these Bylaws, any contract or instrument approved by the Board may be executed and delivered in the name of the Corporation and on its behalf by the Chairman of the Board, President or a Vice President. In addition, the Board may authorize any other officer or officers or agent or agents to execute and deliver any contract or instrument in the name of the Corporation and on its behalf, and such authority may be general or confined to specific instances as the Board may by resolution determine.

ATTESTATION

Section 5. Any officer of the Corporation may attest the execution of any contract, instrument or document by the Chairman of the Board or any other duly authorized officer or agent of the Corporation and may affix the corporate seal, if any, in witness thereof, but neither such attestation nor the affixing of a corporate seal shall be requisite to the validity of any such document or instrument.

FISCAL YEAR

Section 6. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

SEAL

Section 7. A corporate seal shall not be requisite to the validity of any contract, instrument or document executed by or on behalf of the Corporation. The corporate seal, if any, shall have inscribed thereon the name of the Corporation, and the year of its organization. The seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.

LOANS TO DIRECTORS OR EMPLOYEES

Section 8. The Corporation shall not make any loan to a director, or guarantee any indebtedness of a director or otherwise use its credit to assist a director, without the express authorization by the stockholders in each particular case. The Board of Directors may authorize the Corporation to make a loan to any employee of the Corporation (including any director who is also an employee), or to guarantee indebtedness of or otherwise use its credit to assist such employee, if the Board determined that the same may be reasonably expected to benefit the Corporation; any resolution properly adopted by the Board authorizing a loan to any employee by the Corporation (or authorizing any such guarantee or use of credit) shall conclusively evidence such a determination by the Board, whether or not expressed therein.

BOOKS AND RECORDS

Section 9. Any person who shall have been a holder of record of shares or of a voting trust beneficial interest therefor at least six months immediately preceding his demand or shall be the holder of record of, or the holder of record of a voting trust beneficial interest for, at least five percent of all the outstanding shares of the corporation, upon written demand stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose the Corporation's relevant books and records of accounts, minutes, and record of shareholders and to make copies of or extracts therefrom.

INTERPRETATIONS

Section 10. To the extent permitted by the context in which used, words in the singular number shall include the plural, words in the masculine gender shall include the feminine and neuter, and vice versa.

Section 11. Captions used herein are for convenience only and are not a part of these Bylaws and shall not be deemed to limit or alter any provisions hereof and shall not be deemed relevant in construing these Bylaws.

ARTICLE VIII

AMENDMENTS

Section 1. Subject to the Articles of Incorporation and the Stockholders' Agreement, these Bylaws may be altered, amended or repealed at any regular or special meeting of the stockholders or of the Board of Directors.

Adopted as of February 19, 1997. Confirmed as to adoption.

BOARD OF DIRECTORS:

A handwritten signature in black ink, appearing to read "Gregory J. Petras", is written over a horizontal line.

Gregory J. Petras, Sole Director