

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

REC

07-20-2001

SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings



101783575

ached original documents or copy thereof.

To the Honorable Commissioner of Pa

1. Name of conveying party(ies):

Enterprise Network Solutions, L.L.C.

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Limited Liability Corporation

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: April 21, 2000

2. Name and address of receiving party(ies)

Name: BullsEye Telecom, Inc.

Internal Address: 26935 Northwestern Hwy. #520

Street Address:

City: Southfield State: MI ZIP: 48034

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Michigan
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/854,316

B. Trademark Registration No.(s)

75/854,317

(bul10103)

Additional numbers attached? Yes No

(bul10101)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John S. Artz

Internal Address: Artz & Artz P.C.

28333 Telegraph Road, Ste. 250

Street Address: same as above

City: Southfield, State: MI ZIP: 48034

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

John S. Artz Name of Person Signing

John S. Artz Signature

6/26/01 Date

Total number of pages including cover sheet, attachments, and document: 19

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK

REEL: 002331 FRAME: 0882



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

06-28-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #57

JUN 28 2001

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Enterprise Network Solutions, L.L.C.

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Corporation

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 21, 2000

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Name: BullsEye Telecom, Inc.

Internal Address: 26935 Northwestern Hwy. #520

Street Address: _____

City: Southfield State: MI ZIP: 48034

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Michigan
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/854,315 ✓

B. Trademark Registration No.(s)

75/854,318 ✓

(bull10102)

Additional numbers attached? Yes No

(bull10104)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John S. Artz

Internal Address: Artz & Artz P.C.

28333 Telegraph Road, Ste. 250

Street Address: same as above

City: Southfield, State: MI ZIP: 48034

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41).....\$ 190⁻

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/19/2001 6TOM11 00000061 75854315

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01 FC:481 40.00 OP
02 FC:482 150.00 OP

9. 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.

John S. Artz
Name of Person Signing

John S. Artz
Signature

6/26/01
Date

Total number of pages including cover sheet, attachments, and document: 19

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Washington, D.C. 20231

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REEL: 002331 FRAME: 0883

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Enterprise Network Solutions, L.L.C.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Corporation

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: April 21, 2000

2. Name and address of receiving party(ies)

Name: BullsEye Telecom, Inc.

Internal Address: 26935 Northwestern Hwy. #520

Street Address:

City: Southfield State: MI ZIP: 48034

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Michigan, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

76/061,514

(bull10107)

B. Trademark Registration No.(s)

76/061,515

(bull10108)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John S. Artz

Internal Address: Artz & Artz P.C.

28333 Telegraph Road, Ste. 250

Street Address: same as above

City: Southfield, State: MI ZIP: 48034

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 190

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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John S. Artz Name of Person Signing

John S. Artz Signature

6/26/01 Date

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REEL: 002331 FRAME: 0884

RECORDATION FORM COVER SHEET

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

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- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Corporation

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: APRIL 21, 2000

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Name: BullsEye Telecom, Inc.

Internal Address: 26935 Northwestern Hwy. #520

Street Address: _____

City: Southfield State: MI ZIP: 48034

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Michigan
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

76/002,535 ✓

(bull10105)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John S. Artz

Internal Address: Artz & Artz P.C.

28333 Telegraph Road, Ste. 250

Street Address: same as above

City: Southfield, State: MI ZIP: 48034

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7. Total fee (37 CFR 3.41).....\$ 190

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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.

John S. Artz
Name of Person Signing

John S. Artz
Signature

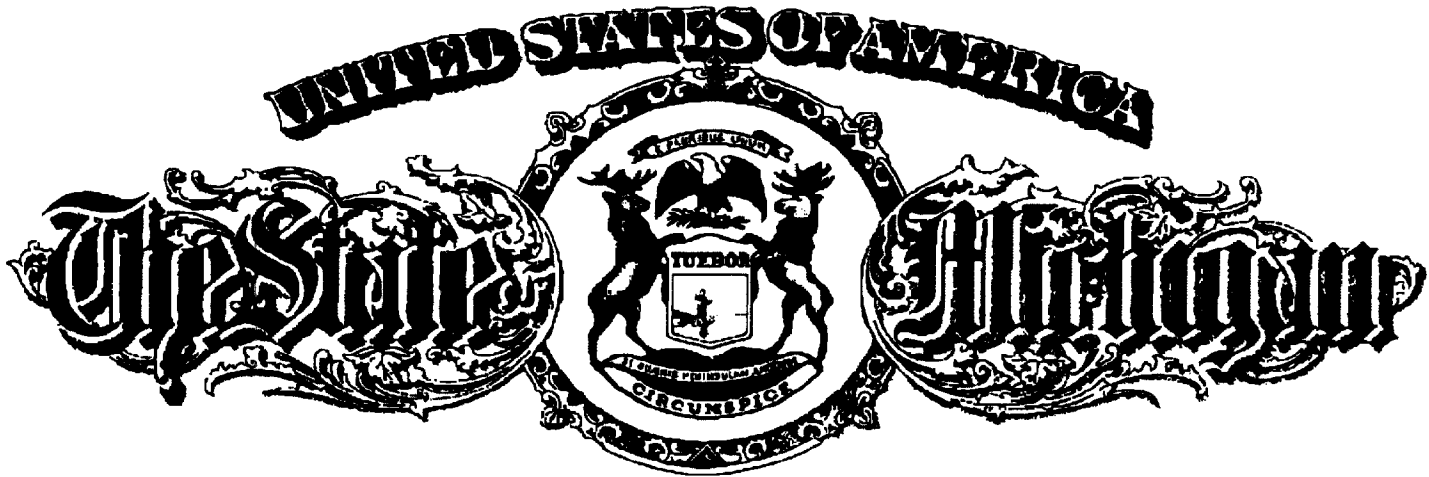
6/26/01
Date

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Washington, D.C. 20231

TRADEMARK
REEL: 002331 FRAME: 0885



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 5th day of June, 2001

Andrew S. Mitchell, Director

Bureau of Commercial Services

Sent by Facsimile Transmission
584883

TRADEMARK
REEL: 002331 FRAME: 0886

CLS 541 (Rev. 5/99)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

Date Received		

(FOR BUREAU USE)

06/16/1999 CSALKELD Trans 01461987

NEDELMAN ROMZEK

12557 Total \$15.00

FILED

JUN 18 1999

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

05/20/1999 CSALKELD Trans 01411589

Corps Org & Filing & LLC art

NEDELMAN 12422 Total \$10.00

Corps Org & Fi

Name
JAMES E. ROMZEK, ESQ.

Address
3000 TOWN CENTER, SUITE 2700

City State Zip Code
SOUTHFIELD MI 48075

EXPIRATION DATE: DECEMBER 31, 2004

Document will be returned to the name and address you enter above

CERTIFICATE OF ASSUMED NAME

For use by Corporations, Limited Partnerships and Limited Liability Companies

(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 213, Public Acts of 1982 (limited partnerships), or Act 23, Public Acts of 1993 (limited liability companies), the corporation, limited partnership, or limited liability company in item one executes the following Certificate:

1. The name of the corporation, limited partnership, or limited liability company is:

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

2. The identification number assigned by the Bureau is:

851309

3. The location of the corporation or limited liability company registered office in Michigan or the office at which the limited partnership records are maintained is:

3000 TOWN CENTER, SUITE 2700

SOUTHFIELD

MI

48075

(Street Address)

(City)

(State)

(ZIP Code)

4. The assumed name under which business is to be transacted is:

BULLSEYE TELECOM

COMPLETE ITEM 5 ON LAST PAGE IF THIS NAME IS ASSUMED BY MORE THAN ONE ENTITY.

Signed this 17 day of MAY, 19 99

By [Signature] (Signature)

WILLIAM H. OBERLIN (Type or Print Name)

MEMBER (Type or Print Title)

MUC

(Limited Partnerships Only - indicate Name of General Partner if a corporation or other entity)

7195.001

TRADEMARK

C&S 715 (Rev. 695)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU		
Date Received JUN 10 1999	ADJUSTED PURSUANT TO TELEPHONE AUTHORIZATION James F Romzek	(FOR BUREAU USE ONLY) FILED JUN 22 1999
Name JAMES E. ROMZEK, ESQ.	Address 3000 TOWN CENTER, SUITE 2700 City: SOUTHFIELD State: MI Zip Code: 48075	Administrator CORP. SECURITIES & LAND DEV. BUREAU 06/10/1999 LMERB Trans 01454982 B51-309 12547 Total \$25.00 Corps Dmg & Filing & LLC art
Document will be returned to the name and address you enter above		EFFECTIVE DATE:

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION

For use by Limited Liability Companies
(Please read information and instructions on reverse side)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability company executes the following Certificate of Amendment:

1. The present name of the limited liability company is:

 ENTERPRISE NETWORK SOLUTIONS, L.L.C.

2. The identification number assigned by the Bureau is: **851-309**

3. The date of filing of its original articles of organization was: May 25, 1999

4. The location of its registered office is:
3000 Town Center, Suite 2700 Southfield, Michigan 48075
(Street Address) (City) (ZIP Code)

5. Article V of the Articles of Organization is hereby amended to read as follows:

 MANAGEMENT OF THE COMPANY WILL BE BY A MANAGEMENT COMMITTEE, WHICH WILL CONSIST OF MANAGERS.

The foregoing amendment to the Articles of Organization was duly adopted on the 27th day of MAY, 19 99 as required by Section 502 of the Act by at least a majority vote of the members or by such other vote as required by the articles of organization or the operating agreement.

Signed this 27th day of MAY, 19 99

By William H. Oberlin
(Signature)

WILLIAM H. OBERLIN **Member or Manager**
(Type or Print Name) (Circle One)

TRADEMARK

550M

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES
CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU

date received		(for bureau use only)
APR 21 2000		FILED
		APR 21 2000

Name	Brendan J. Cahill	
Address	Suite 300 1577 North Woodward Avenue	
City	State	Zip Code
Bloomfield Hills, MI		48304

Administrator
CORP. SECURITIES & LAND DEV. BUREAU

Expiration date for the transferred assumed name application Jan 6
Effective Date:

Document will be returned to the name and address you enter above

CERTIFICATE OF MERGER

Cross Entity Merger for use by Profit Corporations, Limited Liability Companies and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

- Enterprise Network Solutions, L.L.C. B51-309
- BT Merger Company 296-45A

b. The name of the surviving corporation and its identification number is:

- BT Merger Company 296-45A

Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:

- 26935 Northwestern Highway, Suite 520, Southfield, MI 48034

BH250838.2\BJC

HH 802750
187.50
96372
96356
CF SML
CE SML

2. **(Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)**

- The merger (consolidation) shall be effective on the date of filing.

3. **Complete for Profit Corporations Only.**

For each constituent stock corporation, state:

<u>Name of Corporation</u>	<u>Designation and number of outstanding shares of each class or series</u>	<u>Indicate class or series of shares entitled to vote</u>	<u>Indicate class or series entitled to vote as a class</u>
BT Merger Company	10,000 shares of Common Stock outstanding	Common	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows:

- N/A

The manner and basis of converting shares are as follows:

- A. At the Effective Time, each membership unit of Enterprise Network Solutions, L.L.C. ("Enterprise"), whether voting or non-voting, issued and outstanding immediately prior to the Effective Time (the "Units") shall, by virtue of the Merger and without any action on the part of the holder of the Units, be converted into and become the right to receive one share of the Common Stock of the Surviving Corporation (the "Merger Consideration"). The Surviving Corporation shall issue to each former holder of Units a stock certificate representing the appropriate number of shares of the Common Stock of the Surviving Corporation, which shall be dated as of the same date as the Effective Time.
- B. At the Effective Time, all Units, by virtue of the Merger and without any action on the part of the holders of the Units, shall cease to be outstanding and shall be canceled and retired and cease to exist. Each holder of Units shall thereafter cease to have any rights with respect to such Units, except the right to receive the Merger Consideration.
- C. At the Effective Time, each share of common stock of BT Merger Company issued and outstanding immediately prior to the Effective Time, by virtue of

the Merger and without any action on the part of either Party, shall cease to be outstanding and shall be canceled and retired and cease to exist.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to effected by the merger are as follows:

The Restated Articles of Incorporation of BT Merger Company attached to this Certificate of Merger as Exhibit A shall be the Articles of Incorporation of the surviving corporation after the effective time, until thereafter amended.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with the law effecting the merger.

(Complete either Section (a) or (b) for each corporation)

(a) N/A

(b) The Plan of Merger was approved by:


_____ the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

X the Board of Directors and the shareholders of the following Michigan corporations in accordance with Section 703a of the Act.

- BT Merger Company

BT MERGER COMPANY

By:

 4/20/00
Peter K. LaRose, Vice President

4. Complete for any Limited Liability Companies only

Check one of the following:

 N/A There are no changes to be made to the Articles of Organization of the surviving limited liability company.

 N/A The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The constituent limited liability company is not the surviving entity.

The manner and basis of converting the membership interests are as follows:

- A. At the Effective Time, each membership unit of Enterprise Network Solutions, L.L.C. ("Enterprise"), whether voting or non-voting, issued and outstanding immediately prior to the Effective Time (the "Units") shall, by virtue of the Merger and without any action on the part of the holder of the Units, be converted into and become the right to receive one share of the Common Stock of the Surviving Corporation (the "Merger Consideration"). The Surviving Corporation shall issue to each former holder of Units a stock certificate representing the appropriate number of shares of the Common Stock of the Surviving Corporation, which shall be dated as of the same date as the Effective Time.
- B. At the Effective Time, all Units, by virtue of the Merger and without any action on the part of the holders of the Units, shall cease to be outstanding and shall be canceled and retired and cease to exist. Each holder of Units shall thereafter cease to have any rights with respect to such Units, except the right to receive the Merger Consideration.
- C. At the Effective Time, each share of common stock of BT Merger Company issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of either Party, shall cease to be outstanding and shall be canceled and retired and cease to exist.


The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 20th day of April, 2000

ENTERPRISE NETWORK SOLUTIONS, L.L.C.

By: 
Peter LaRose, Manager

5. Complete for any Limited Partnership only

N/A

6. Complete for Corporations and Limited Liability Companies only

The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

<u>Assumed Name</u>	<u>Corporation and/or LLC transferred from</u>	<u>Expiration Date</u>
BULLSEYE TELECOM	Enterprise Network Solutions, L.L.C.	December 31, 2004

EXHIBIT A

BH250838.2\BJC

TRADEMARK

REEL: 002331 FRAME: 0895

<input type="checkbox"/> MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES <input type="checkbox"/> CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
<input type="checkbox"/> Date Received		(FOR BUREAU USE ONLY)
<input type="checkbox"/>		
<input type="checkbox"/>		
<input type="checkbox"/>		
<input type="checkbox"/> Name: Brendan J. Cahill		
<input type="checkbox"/> Dykema Gossett PLLC		
<input type="checkbox"/> Address: 1577 North Woodward, Ste 300		
<input type="checkbox"/> Bloomfield Hills, MI 48304		EFFECTIVE DATE:

DOCUMENT WILL BE RETURNED TO NAME AND ADDRESS INDICATED ABOVE

RESTATED ARTICLES OF INCORPORATION

For use by Domestic Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Articles:

1. The present name of the corporation is:

BT Merger Company

2. The identification number assigned by the Bureau is: 296-45A

3. All former names of the corporation are:

N/A

4. The date of filing the original Articles of Incorporation was: April 3, 2000

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation

ARTICLE I

Name

The name of the corporation is BullsEye Telecom, Inc. ✓

ARTICLE II Purpose

The purpose or purposes for which the corporation is organized are to engage in any activity within the purposes for which corporations may be formed under the Business Corporation Act of Michigan.

ARTICLE III Authorized Capital

The total authorized capital stock of the corporation is 11,990,000 shares of Common Stock and 10,000 shares of Preferred Stock.

A statement of all or any of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof is as follows:

Preferred Stock

1. Issuance in Series. The Preferred Stock may be issued in one or more series and the shares of all series will rank equally and be substantially identical in all respects, except that with respect to each series the Board of Directors may fix, among other things, the dividends payable thereon, the times and prices of redemption, if any, the amount payable upon liquidation, the retirement or sinking fund, if any, the conversion rights, if any, the restrictions, if any, on the payment of dividends or to retirements of junior stock, the limitations, if any, on the creation of indebtedness or the issuance of stock of equal or prior rank, and the number of shares to comprise each series.

2. Dividend Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will be entitled to receive dividends, and whether such dividends shall be cumulative.

3. Redemption Provisions. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series will have redemption rights. The shares of Preferred Stock of each series, if redeemable, will be redeemable at a time so fixed and determined, in whole or in part, and by lot or in such other manner as the Board of Directors may determine.

4. Sinking Fund. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall be entitled to the benefits of a retirement or sinking fund.

5. Conversion Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have conversion or exchange rights.

6. Voting Rights. The Board of Directors is authorized to determine whether, and the terms and conditions upon which, the shares of Preferred Stock of each series shall have voting rights.

7. General. The Board of Directors is authorized to determine any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions relating to the Preferred Stock, or any series thereof, as shall not be inconsistent with this Article III or Michigan law. The terms of any series of Preferred Stock may be amended without consent of the holders of any other series of Preferred Stock or of the Common Stock, provided such amendment does not substantially adversely affect the holders of such other series of Preferred Stock or the Common Stock.

8. Reissue of Reacquired Shares; Issuance of Additional Shares of Same Series. Shares of any series of Preferred Stock which have been issued and reacquired in any manner, including shares redeemed by purchases (whether through the operation of a retirement or sinking fund or otherwise), will have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified into and reissued as a part of a new series.

9. Amendment to Articles of Incorporation. Any resolution of the Board of Directors establishing and designating a series of Preferred Stock and fixing and determining the relevant rights and preferences thereof shall be appropriately filed with the State of Michigan as an amendment to the Articles of Incorporation.

Common Stock

Subject to the preferences accorded the holders of Preferred Stock pursuant to the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, holders of Common Stock are entitled to receive such dividends as may be declared by the Board of Directors of the corporation from time to time. Subject to the preferences provided in the Articles of Incorporation or action of the Board of Directors taken with respect to such preferences, in the event of any liquidation, dissolution or winding up of the corporation, the holders of Common Stock will be entitled to receive pro rata all the remaining assets of the corporation available for distribution. Holders of Common Stock shall have equal voting and other rights share for share.

ARTICLE IV
Registered Office and Resident Agent

The address and mailing address of the initial registered office is 26935 Northwestern Highway, Suite 520, Southfield, Michigan 48034. The name of the initial resident agent is Peter K. LaRose.

ARTICLE V
Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, except liability for any of the following: (1) the amount of a financial benefit received by a director to which he or she is not entitled; (2) intentional infliction of harm on the corporation or its shareholders; (3) a violation of §551 of the MBCA, MCLA 450.1551, MSA 21.200(551); or (4) an intentional violation of criminal law.

If the MBCA hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended MBCA as so amended. No amendment or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI
Compromise, Arrangement, or Plan of Reorganization

Whenever a compromise or arrangement or any plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them and/or between this corporation and its shareholders or any class of them, any court of equity jurisdiction within the State of Michigan may, on the application of this corporation or of any creditor or any shareholder thereof, or on the application of any receiver or receivers appointed for this corporation, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as said court directs.

If a majority in number, representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders, as the case may be, to be affected by the proposed compromise or arrangement or reorganization, agrees to any compromise or arrangement or to any reorganization of this corporation as a consequence of such compromise or arrangement, said compromise or arrangement and said reorganization shall, if sanctioned by the court to which

the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, as the case may be, and also on this corporation.

ARTICLE VII
Corporate Action Without Meeting of Shareholders

Any action required or permitted by the MBCA to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within 60 days after the record date for determining shareholders entitled to express consent to or dissent from a proposal without a meeting, written consents dated not more than 10 days before the record date and signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

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