

**BYLAWS
OF
BDX MEDIA CORP
a Delaware Corporation**

OFFICES

Registered Office

1.01. The registered office of the corporation is located at the address set forth in the certificate of incorporation and may be changed from time to time.

Other Offices

1.02. The corporation may also have offices at other places, in or outside the state, where the corporation is qualified to do business, which the board of directors may from time to time designate.

STOCKHOLDERS

Closing Transfer Books

2.01. For the purpose of taking a record of the stockholder entitled to notice of or to vote at any meeting of stockholders, or stockholders entitled to receive payment of any dividend, or in order to make a determination of stockholders for any other proper purpose, the board of directors may provide that the share transfer books shall be closed for a stated period not to exceed forty-five (45) days, in which case written or printed notice shall be mailed at least ten (10) days before the closing to each stockholder of record at the address appearing on the books of the corporation or supplied by him or her to the corporation for the purpose of notice.

Date for Record of Stockholders

2.02. In lieu of closing the share transfer books, the board of directors may fix in advance a date as the record date for any record of stockholders. The date may not be earlier than the date it is fixed and, in any case, may not be more than forty-five (45) days and, for a meeting of stockholders, not less than ten (10) days before the date the particular action, requiring the determination of stockholders, is to be taken.

Date of Notice or Resolution for Determination of Stockholders

2.03. If the share transfer books are not closed and no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, or stockholders entitled to receive payment of a dividend, the date notice of the meeting is mailed or the date the resolution of the board of directors declaring the dividend is adopted, as the case may be, shall be the record date for the determination of stockholders.

STOCKHOLDERS' MEETINGS

Place of Meetings

3.01. Meetings of stockholders shall be held at any place in or outside Delaware fixed by the board of directors. In the absence of a designation, stockholders' meetings shall be held at the principal office of the corporation.

Time of Annual Meeting - Business Transacted

3.02. The annual meeting of stockholders shall be held at any date determined by the board of directors. In the event that day falls on a legal holiday, the meeting shall be held at the same time on the next business day. At the meetings, directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted that is within the powers of the stockholders.

Calling of Special Meetings

3.03. Any persons who are entitled to call a special stockholders' meeting may do so by sending by registered mail, or personally delivering, a written request to the President, CEO or Secretary. Within ten (10) days after receipt of the request, the Secretary of the corporation shall fix the date of the meeting and cause notice to be given to the stockholders entitled to vote that a meeting will be held. Nothing contained in this Section shall be construed as limiting, fixing, or affecting the time or date when a meeting of stockholders called by action of the board of directors may be held.

Persons Entitled to Call Special Meetings

3.04. Special meetings of the stockholders may be called at any time by any of the following: the President; the CEO; the Secretary entitled to exercise the President's authority in case of the latter's absence, death, or disability; or the board of directors by action at a meeting or a majority acting without meeting. Persons holding seventy (70%) percent of the outstanding shares entitled to vote at the meeting may also call special meetings.

Notice of Meeting

3.05. Written notice of each stockholder meeting shall be delivered to each stockholder of record entitled to vote at the meeting. The notice must be delivered personally or by mail, postage prepaid, and addressed to the stockholder at the address appearing on the corporation's books or supplied by the stockholder to the corporation for the purpose of notice. Notice shall be given by, or at the direction of, the President, the CEO, the Secretary, or the officer or persons calling the meeting. In case of that officer's neglect or refusal to give the notice, it may be given by any director or stockholder.

Time of Notice

3.06. Except as provided in this Section, notice of any stockholders' meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in accordance with Section 3.05. In the case of a meeting to be held to consider a merger or consolidation, notice must be delivered not less than twenty (20) nor more than sixty (60) days before the date of the meeting.

Contents of Notice

3.07. The notice of any meeting of stockholders shall state the place, day, and hour of the meeting. The notice shall also state the general nature of the business to be transacted if it is a special meeting.

Notice of Adjourned Meeting

3.08. When a stockholders' meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which the adjournment is taken.

Quorum of Stockholders

3.09. A majority of the outstanding shares, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting shall be the act of the stockholders, unless the vote of a greater number or voting by classes on the matter being voted upon is required by statute, the certificate of incorporation, or these bylaws.

Adjournment for Lack or Loss of Quorum

3.10. In the absence of a quorum or with the withdrawal of enough stockholders to leave less than a quorum, any meeting of stockholders may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy, but no other business may be transacted. Meetings at which directors are to be elected may be adjourned for periods not to exceed fifteen (15) days.

Adjourned Meetings

3.11. When any determination of stockholders entitled to vote at any meeting of stockholders has been made as provided in this bylaw, the determination shall apply to any adjournment.

Record of Stockholders

3.12. The officer or agent having charge of the transfer book for shares shall make, at least ten (10) days before each meeting of stockholders, a complete record of stockholders listing the stockholders entitled to vote at the meeting, arranged in alphabetical order, with the address of and the number of shares held by each. For a period of ten (10) days before the meeting, the list shall be kept on file at the principal office of the corporation and shall be subject to inspection by any stockholder at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate kept in Atlanta, Georgia or a location determined by the board of directors, shall be prima facie evidence as to who are the stockholders entitled to examine the list, share ledger, or transfer book, or to vote at any meeting of stockholders.

Voting of Shares

3.13. Each outstanding share regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of stockholders, except as otherwise provided in the certificate of incorporation.

Cumulative Voting

3.14. In all elections for directors every stockholder shall have the right to vote, in person or by proxy, for the number of shares owned by him or her, for as many persons as there are directors to be elected.

Voting by Voice and Ballot

3.15. Voting by stockholders in elections for directors need not be by ballot unless a stockholder demands election by ballot at the election and before the voting begins.

Proxies

3.16. A stockholder may vote either in person or by proxy executed in writing by the stockholder or by his or her duly authorized attorney-in-fact filed with the Secretary. No proxy shall be valid more than eleven months after the date of execution unless otherwise provided in the proxy.

Waiver of Notice

3.17. Whenever any notice whatever is required to be given a stockholder under law or under the provision of the certificate of incorporation or these bylaws, a waiver in writing signed by the stockholder entitled to the notice, whether before or after the time for giving the notice, shall be deemed equivalent to the giving of the notice. In the case of special meetings, the business to be transacted and the purpose of the meeting shall be stated in the waiver of notice.

Action Without Meeting

3.18. Any action required by law to be taken at a meeting of the stockholders, or any other action that may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders entitled to vote at a meeting for that purpose and filed with the Secretary.

Appointment of Inspectors of Elections

3.19. In advance of any meeting of stockholders, the board of directors may appoint inspectors of elections to act at the meeting or any adjournment. If inspectors of elections be not so appointed, the chairman of any meeting may, and on the request of any stockholder or his or her proxy shall, make the appointment at the meeting. The number of inspectors shall be one or three. If appointed at a meeting on the request of one or more stockholders or proxies, the majority of shares present and entitled to vote shall determine whether one or three inspectors are to be appointed. No person who is a candidate for office shall act as an inspector. In case any person appointed as an inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the board of directors in advance of the convening of the meeting or at the meeting by the person or officer acting as chairman.

Duties of Inspectors

3.20. The inspectors of elections shall determine the number of shares outstanding and the voting rights of each; the shares represented at the meeting; the existence of a quorum; the authenticity, validity, and effect of proxies, ballots, consents, waivers, or releases. The inspectors shall also hear and determine all challenges and questions in any way arising in connection with the vote; count and tabulate all votes, ballots, consents, waivers, or releases; determine and announce the result; and perform any other acts that are proper to conduct the election or vote with fairness to all stockholders. The inspectors of elections shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three or more inspectors of elections, the decision, act, or certificate of a majority shall be effective in all respects as the decision, act, or certificate of all.

Report of Inspectors

3.21. On request of the chairman of the meeting, or any stockholder or his or her proxy, the inspectors shall make a report in writing of any challenge, question, or matter determined by them, and execute a certificate of any fact found by them.

Conduct of Meetings

3.22. At every meeting of the stockholders, the chairman of the meeting, or in his or her absence, the officer designated by the chairman, or, in the absence of a designation, any other person (who shall be one of the officers, if any is present) chosen by a majority in interest of the stockholders present in person or by proxy and entitled to vote, shall act as chairman. The Secretary of the corporation, or in his or her absence, another officer, shall act as Secretary of all meetings of the stockholders. In the absence at a meeting of the Secretary, the chairman may appoint another person to act as secretary of the meeting.

DIRECTORS

Directors Defined

4.01. "directors" when used in relation to any power or duty requiring collective action, means the board of directors.

Powers

4.02. The business and affairs of the corporation and all corporate authority and powers shall be exercised by or under authority of the board of directors, subject to limitations imposed by law, the certificate of incorporation, or these bylaws as to action that requires authorization or approval by the stockholders.

Number of Directors

4.03. The number of directors shall be determined by resolution of the stockholders entitled to vote but shall be at least one (1).

Term of Office

4.04. The directors shall be elected at the initial meeting of stockholders, the annual meeting of the stockholders or at a special meeting called for the purpose of electing directors, or the directors may be designated at any time by the unanimous written consent of the stockholders. Each director shall hold office until the next meeting of the stockholders and until his or her successor is elected, or until his or her earlier resignation, removal from office, or death.

Vacancies

4.05. Vacancies in the board of directors shall exist in the case of the happening of any of the following events: (a) the death or resignation of any director; (b) at any annual, regular, or special meeting of stockholders at which any director is elected, the stockholders fail to elect the full authorized number of directors to be voted for at that meeting; or (c) an increase in the number of directors.

Filling Vacancies

4.06. Any vacancy occurring in the board of directors shall be filled by a majority of the remaining members of the board of directors, though less than a quorum, and each person so elected shall be a director until his or her successor is elected by the stockholders.

Compensation

4.07. A majority of the stockholders, through a vote or written action, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, or otherwise. The compensation may include pensions, disability benefits, and death benefits.

Conflict of Interest

4.08. Any contract or other transaction between the corporation and any of the directors (or any corporation or firm in which any director is directly or indirectly financially interested) shall be valid for all purposes notwithstanding the presence of the director at the meeting authorizing the contract or transaction, or his or her participation in the meeting. The foregoing shall apply only if the interest of each director is known or disclosed to the board of directors and it shall nevertheless authorize or ratify the contract or transaction by a majority of the directors present, each interested director to be counted in determining whether a quorum is present but not in computing the majority necessary to carry the vote. This Section shall not be construed to invalidate any contract or transaction that would be valid in the absence of this Section.

Other Committees

4.09. The board of directors may, by resolution, designate other committees consisting of not less than three (3) directors each, which shall have and may exercise any powers conferred or authorized by resolution of the board of directors. A majority of any committee may determine its action and fix the time and place of its meetings unless the board of directors shall otherwise provide. The board of directors shall have power at any time to change the powers and members of any committees, to fill vacancies, and to dispose of any committee.

Regulations

4.10. The board of directors may adopt and from time to time amend regulations for their own government. The regulations may not be inconsistent with the certificate of incorporation or with these bylaws.

DIRECTORS' MEETINGS

Place of Meetings

5.01. All meetings of the board of directors shall be held at the principal office of the corporation or any other place in or outside the State of Delaware designated from time to time by the board of directors or designated in the notice calling the meeting.

Regular Meetings

5.02. Regular meetings of the board of directors shall be held, without call or notice, immediately following each annual meeting of the stockholders and at other times as the directors may determine.

Call of Special Meeting

5.03. Special meetings of the board of directors shall be called by the President, by any other officer, or by any one director.

Notice of Special Meeting

5.04. Written notice of the time, place, and purpose of special meetings of the board of directors shall be delivered personally to each director, or sent to each director by mail or by other form of written communication, at least seven days before the meeting. If the address of a director is not shown on the records and is not readily ascertainable, notice shall be addressed to him or her at the city or place in which the meetings of the directors are regularly held. Notice of the time and place of holding the next meeting after an adjournment need not be given to absent directors if the time and place are fixed at the meeting adjourned.

Validation of Meeting Defectively Called or Noticed

5.05. The transactions of any meeting of the board of directors, however called and noticed or wherever held, are valid, and the meeting shall be considered as duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a waiver of notice. All waivers shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Quorum

5.06. A majority of the number of directors in office constitutes a quorum of the board for the transaction of business.

Majority Action

5.07. Every act or decision done or made by a majority of the directors present at any meeting duly held at which a quorum is present is the act of the board of directors. Each director who is present at a meeting will be conclusively presumed to have assented to the action taken at the meeting unless his or her dissent to the action is entered on the minutes of the meeting, or, where he or she is absent from the meeting, his or her written objection to the action is promptly filed with the Secretary of the corporation upon learning of the action. The right to dissent shall not apply to a director who voted in favor of the action.

Action by Consent of Board Without Meeting

5.08. Any action required by law to be taken at a meeting of the board of directors, or any other action that may be taken at a meeting of the board of directors or the executive committee, may be taken without a meeting. If action is taken without meeting, a written consent setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter, or by all the members of the committee, as the case may be, and filed with the Secretary of the corporation.

Adjournment

5.09. In the absence of a quorum, a majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the board.

Notice of Adjourned Meeting

5.10. Notice of the time and place of holding an adjourned meeting of a meeting need not be given to absent directors if the time and place are fixed at the meeting adjourned.

Conduct of Meetings

5.11. At every meeting of the board of directors, a chairman chosen by a majority of the directors present, shall preside. The Secretary shall act as secretary of the board of directors. In case the Secretary shall be absent from any meeting, the chairman may appoint any person to act as secretary of the meeting.

OFFICERS

Number and Titles

6.01. The officers shall be a President and a Secretary. The corporation may also have, at the discretion of the board of directors, a Chief Executive Officer (CEO), one or more additional vice presidents, and any other officers and assistant officers that are appointed in accordance with the provisions of Section 6.03. One person may hold two or more offices.

Election

6.02. The officers, except officers appointed in accordance with the provisions of Section 6.03 or Section 6.05, shall be chosen annually by the board of directors, and each shall hold his or her office until his or

her resignation, removal, disqualification, death, or until his or her successor shall be elected and qualified.

Subordinate Officers

6.03. The board of directors may appoint other officers or agents that are deemed necessary. Each other officer or agent shall hold office for the period, have the authority, and perform the duties in the management of the property and affairs of the corporation, provided in these bylaws or determined by resolution of the board of directors not inconsistent with these bylaws. The board of directors may delegate to any officer or committee the power to appoint any subordinate officers, committees, or agents, to specify their duties, and to determine their compensation.

Removal and Resignation

6.04. Any officer or agent may be removed by a majority vote by the board of directors. The removal shall be without prejudice to the contract rights, if any, of the person removed. Any officer may resign at any time by giving written notice to the board of directors, or to the President, or to the CEO, or to the Secretary of the corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Vacancies

6.05. If the office of the President, Secretary, or any officer becomes vacant by reason of death, resignation, removal, or otherwise, the board of directors shall elect a successor to the office.

President

6.06. The President shall, subject to the control of the board of directors, have general supervision, direction, and control of the business and officers of the corporation. The President also shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have other powers and duties prescribed by the board of directors or these bylaws. Within this authority and in the course of his or her duties, he or she shall:

Conduct Meetings

(1) Preside at all meetings of the stockholders and be *ex officio* a member of all standing committees as stipulated by the stockholders and directors.

Sign Share Certificates

(2) Sign all certificates of stock in conjunction with the Secretary, unless otherwise ordered by the board of directors.

Execute Instruments

(3) When authorized by the board of directors or required by law, execute, in the name of the corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing. Unless the board of directors shall order otherwise by resolution, the President also shall make any contracts that the ordinary conduct of business may require.

Hire and Fire Employees

(4) Appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents and employees other than the duly appointed officers, subject to the approval of the board of directors, and control, subject to the direction of the board of directors, all of the officers, agents, and employees.

Meeting of Other Corporations

(5) Unless otherwise directed by the board of directors, attend in person or by substitute appointed by him or her or the Secretary, and act and vote on behalf of the corporation at all meetings of the stockholders of any corporation in which this corporation holds stock.

Secretary

6.07. The Secretary shall:

Sign Share Certificates

(1) Sign, with the President certificates for shares.

Certify Regulations

(2) Certify and keep at the registered office or principal place of business of the corporation the original or a copy of these bylaws, including all amendments or alterations.

Minutes of Meetings

(3) Keep, at the places where these bylaws and copies are kept, records of the proceedings of meetings of the directors and stockholders, and any committees. The records shall show the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meetings, the number of shares present or represented at stockholders' meetings, and the proceedings.

Sign or Attest Documents and Affix Seal

(4) Sign, certify, or attest documents as required by law or the business of the corporation, and keep the corporate seal, if any, and affix it to instruments when necessary or proper.

Notices

(5) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law. In case of the absence or disability of the Secretary, or his or her refusal or neglect to act, notice may be given and served by the President or by the CEO or by the board of directors.

Custodian of Records and Seal

(6) Be custodian of the records and of the seal of the corporation, if any, and see that it is engraved, lithographed, printed, stamped, impressed on, or affixed to all certificates for shares before their issuance and to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized in accordance with the provisions of these bylaws.

Share Register

(7) Keep, at the places where these bylaws and copies are kept or at the office of the transfer agent or registrar, a share register and duplicate share registers giving the names of the stockholders, their

respective addresses, and the number and classes of shares held by each. The Secretary shall also keep appropriate, complete, and accurate books or records of account at the corporation's registered office or principal place of business.

Reports and Statements

(8) See that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed.

Exhibit Records

(9) Exhibit at all reasonable times to proper persons, on terms provided by law and upon proper application, these bylaws, the share register of the corporation, and minutes of proceedings of the stockholders and directors.

Other Duties

(10) In general, perform all duties incident to the office of secretary, and other duties from time to time assigned by the board of directors, and report directly to the President and/or CEO of the corporation.

Absence of Secretary

6.08. In case of the absence or disability of the Secretary or his or her refusal or neglect to act, an assistant secretary, if any, or an officer designated by the board of directors may perform all of the functions of the Secretary. At the request of the Secretary, or in his or her absence or disability, the assistant secretary, if any, or another officer designated by the board of directors shall perform all the duties of the Secretary, and when so acting, he or she shall have all the powers of, and be subject to all the restrictions on, the Secretary. The assistant secretary, or other officer designated by the board of directors shall perform other duties from time to time assigned by the board of directors or the Secretary.

Salaries

6.09. The salaries of the officers shall be fixed from time to time by the board of directors, and no officer shall be prevented from receiving a salary by reason of the fact that he or she is also a director.

**INDEMNIFICATION OF DIRECTORS,
OFFICERS, AND OTHERS**

Action Against Party Because of Corporate Position

7.01. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Indemnification shall include expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the claim, action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification with respect to any criminal action or proceeding may be had only if he or

she had no reasonable cause to believe his or her conduct was unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, any conviction, plea of nolo contendere or the equivalent, shall not, of itself, create any presumption that the individual had reasonable cause to believe that his or her conduct was unlawful.

Action by or in the Right of Corporation

7.02. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The indemnification shall include expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the claim, action, or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. No indemnification shall be made in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, except to the extent that the court in which the claim, action, or suit was brought shall otherwise determine. Upon application the court may determine that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses that the court shall deem proper.

Reimbursement if Successful

7.03. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in Sections 7.01 and 7.02, or in defense of any claim, issue, or matter in any such proceeding, he or she shall be indemnified. Indemnification shall be made for expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense, notwithstanding that he or she has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

Authorization

7.04. Any indemnification under Sections 7.01 and 7.02 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 7.01 and 7.02. The determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (c) by the stockholders.

Advanced Reimbursement

7.05. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the board

of directors in the specific case. The expenses may be paid upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this bylaw.

Indemnification Not Exclusive

7.06. The indemnification provided by this bylaw shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of certificate of incorporation, bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. Indemnification under this bylaw shall be applicable both as to action in his or her official capacity and as to action in another capacity, while holding the office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where the other provision provides broader rights of indemnification than these bylaws, the other provision shall control.

Subsidiaries

7.07. All references in this bylaw to a director, officer, employee, or agent of the corporation shall be deemed to include any director, officer, employee, or agent of a corporation that is a majority-owned subsidiary of this corporation.

Insurance

7.08. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Insurance may be purchased against any liability asserted against him or her and incurred by him or her in that capacity, or arising out of his or her relationship to the corporation, whether or not the corporation would have the power to indemnify the individual against the liability under the provisions of this bylaw.

Invalidity

7.09. The invalidity or unenforceability of any provision of these bylaws shall not in any way affect the remaining provisions, which shall continue in full force and effect.

**EXECUTION OF INSTRUMENTS
AND DEPOSIT OF FUNDS**

Authority for Execution of Instruments

8.01. The board of directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and the authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any sum of money or for any purpose.

Execution of Instruments

8.02. Unless otherwise specifically determined by the board of directors or otherwise required by law, formal contracts, promissory notes, mortgages, and other evidences of indebtedness, and other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the President or CEO. The documents shall also be executed by the Secretary, and may have the corporate seal, if any, affixed.

Bank Accounts and Deposits

8.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation with banks, bankers, trust companies, or other depositories selected by the board of directors or by any officer or officers, agent or agents of the corporation to whom the power is delegated from time to time by the board of directors.

Endorsement Without Countersignature

8.04. Endorsements for deposit of commercial paper to the credit of the corporation in any authorized depositories may be made without countersignature by the President, or CEO, or by any other officer or agent of the corporation to whom the board of directors, by resolution, shall have delegated the power.

Signing of Checks and Drafts

8.05. Except as otherwise provided in these bylaws, all checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed as determined from time to time by the board of directors.

ISSUANCE AND TRANSFER OF SHARES

Classes and Series of Shares

9.01. Subject to the provisions of the certificate of incorporation, the corporation may issue one class of shares with or without par value, and without other designations, preferences, qualifications, privileges, limitations, options, conversion rights, and special or relative rights stated in the certificate of incorporation. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders.

Certificates for Fully Paid Shares

9.02. Neither shares nor certificates representing shares may be issued by the corporation until the full amount of the consideration has been paid. When the consideration has been paid to the corporation, the certificate representing the shares shall be issued to the stockholder.

Consideration for Shares

9.03. The consideration for the issuance of shares may be paid, in whole or in part, in money, in other property actually received, tangible or intangible, or in labor performed for the corporation.

Contents of Share Certificates

9.04. Certificates for shares shall be in the form and style, printed or otherwise, designated by the board of directors.

Restrictions on Transfer

9.05. Any restrictions imposed by the corporation on the sale or other disposition of shares and on the transfer of shares must be noted conspicuously on each certificate representing shares to which the restriction applies. Unless otherwise agreed to in writing, a shareholder may freely transfer shares in the corporation.

Incorporation by Reference

9.06. In lieu of setting forth a full summary or statement of any provision, other than restrictions on transfer, on the face or back of the certificate, the statement may be omitted from the certificate if it shall be set forth upon the face or back of the certificate that the statement, in full, will be furnished by the corporation to any stockholder without charge, within five days of receiving a written request.

Signing Certificates - Facsimile Signatures

9.07. All share certificates shall be signed by the President and the Secretary of the corporation. If a certificate is countersigned by a transfer agent or registrar, other than the corporation itself or an employee, any other signatures or countersignatures on the certificate may be facsimiles. The fact that any officer, or any officer or employee of the transfer agent or registrar, who has signed or whose facsimile signature has been placed upon the certificate ceases to be an officer, or an officer or employee of the transfer agent or registrar before the certificate is issued shall not affect the validity of the certificate. The certificate may be issued by the corporation with the same effect as if the officer, or the officer or employee of the transfer agent or registrar, were then employed by the corporation or transfer agent or registrar.

Transfer of Lost or Destroyed Shares

9.08. When a share certificate has been lost, or appears to have been destroyed or wrongfully taken, the owner must notify the corporation of the fact within a reasonable time after he or she has notice or, in the exercise of due diligence, should have notice of the disappearance. If the corporation registers a transfer of the share represented by the certificate before receiving the notification, the owner is precluded from asserting against the corporation any claim arising from the registration of the transfer or any claim to a new certificate.

Replacement of Lost or Destroyed Certificates

9.09. When the holder of a share certificate claims that the certificate has been lost, destroyed, or wrongfully taken, the corporation shall issue a new certificate in place of the original certificate if the owner (1) so requests before the corporation has notice that the share has been acquired by a bona fide purchaser, (2) files with the corporation a sufficient indemnity bond, and (3) satisfies any other reasonable requirements imposed by the board of directors.

Transfer After Replacement

9.10. If, after the issue of a new certificate as a replacement for a lost, destroyed, or wrongfully taken certificate, a bona fide purchaser of the original certificate presents it for registration of transfer, the corporation must register the transfer unless registration would result in overissue. In addition to any rights on the indemnity bond, the corporation may recover the new certificate from the person to whom it was issued or any person taking under him or her except a bona fide purchaser.

CORPORATE RECORDS, REPORTS, AND SEAL

Minutes of Corporate Meetings

10.01. The corporation shall keep at its principal place of business a book of minutes of all meetings of the board of directors and of the stockholders. The book shall state the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meetings, the number of shares present or represented at stockholders' meetings, and the proceedings.

Books of Account

10.02. The corporation shall keep and maintain at its principal place of business adequate and correct accounts of its properties and business transactions, including accounts of assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. Any surplus, including earned surplus, capital surplus, and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account.

Share Register

10.03. The corporation shall keep at its principal place of business, or at the office of the transfer agent, a share register showing the names of the stockholders, their addresses, and the number and classes of shares held by each. The information may be kept by any means of storage and retrieval that allows the information to be easily reproduced in clearly legible form for the purposes of inspection as provided in Section 10.04.

Inspection of Records by Stockholders

10.04. On written demand, stating a proper purpose, every stockholder shall have a right to examine in person or by agent or attorney, during the usual hours for business for any proper purpose, the share register, books or records of account, and records of the proceedings of the stockholders and directors. The records may be copied for the stockholder by the corporation only after payment in advance for the reasonable costs of copying same, which shall not exceed \$0.05 a page. Alternatively, the stockholder or agent may take extracts therefrom or copy the records using his or her own equipment, without charge. The records copied by the stockholder or stockholder's agent may not be removed from the corporate premises under any circumstance. A proper purpose shall mean a purpose reasonably related to the person's interest as a stockholder. In every instance in which an attorney or other agent shall be the person who seeks the right to inspection, the demand shall be accompanied by a power of attorney or other

writing that authorizes the attorney or other agent to so act on behalf of the stockholder. The demand shall be directed to the corporation at its principal place of business.

Inspection of Records by Directors

10.05. Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of subsidiary corporations, domestic or foreign. Inspection by a director may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

Financial Report to Stockholders

10.06. The board of directors may cause an annual report to be sent to the stockholders upon written request.

Contents of Annual Reports

10.07. The annual report shall include the following financial statements prepared so as to represent fairly the corporation's financial condition and the results of operations; (a) balance sheet as of closing date; (b) statement of income and surplus for the year ended on closing date; and (c) other information, as the directors shall determine.

Preparation of Financial Statements

10.08. Unless otherwise agreed to by the board of directors, the corporation's financial statements shall have been examined in accordance with generally accepted auditing standards by an independent certified public accountant of any state or territory of the United States and shall be accompanied by the accountant's opinion as to the fairness of the presentation of the financial statements. They shall be prepared in a form sanctioned by generally accepted accounting principles for the particular kind of business carried on by the corporation.

Dividends

10.09. Subject to applicable law and the certificate of incorporation, the board of directors may declare dividends at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock.

Fiscal Year

10.10. The fiscal year of the corporation shall begin on the first day of January and end at the close of the thirty-first day of December.

Corporate Seal

10.11. The board of directors may, but need not, adopt, use, and thereafter alter, a corporate seal.

AMENDMENT OF BYLAWS

Adoption, Amendment, and Repeal of Bylaws by Stockholders

11.01 Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the vote or the written assent of stockholders entitled to exercise seventy percent (70%) of the voting power of the corporation. No bylaw as amended may be in conflict with the certificate of incorporation or with law.

Certified this 25th day of March 2022

DocuSigned by:

54ECB252A369462...
Sebastian Meis, Secretary