

14-1119-GA-AGG

63

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Date Received	Case Number	Certification Number
	- GA-AGG	

CERTIFICATION APPLICATION COMPETITIVE RETAIL NATURAL GAS BROKERS /AGGREGATORS

Please **type or print** all required information. Identify all attachments with an exhibit label and title (*Example: Exhibit A-16 - Company History*). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division, 180 East Broad Street, Columbus, Ohio 43215-3793.

This PDF form is designed so that you may directly input information onto the form. You may also download the form by saving it to your local disk.

SECTION A - APPLICANT INFORMATION AND SERVICES

A-1 Applicant intends to be certified as: (check all that apply)

☐ Retail Natural Gas Aggregator ☒ Retail Natural Gas Broker

A-2 Applicant information:

Legal Name PowerOne Corporation
Address 770 N. Lasalle St. Suite 600
Telephone No. (312) 224-2765

Web site Address www.power1co.com

A-3 Applicant information under which applicant will do business in Ohio:

Name PowerOne Corporation
Address 770 N. Lasalle St. Suite 600
Web site Address www.power1co.com

Telephone No. (312) 224-2765

A-4 List all names under which the applicant does business in North America:

PowerOne Corporation

A-5 Contact person for regulatory or emergency matters:

Name George Wahbeh

Title President

Business Address 770 N. Lasalle St. Suite 600

Telephone No. (312) 224-2765

Fax No. (312) 265-0467

Email Address g.wahbeh@power1co.com

(CRNGS_Broker/Aggregator -Version 1.07) Page 1 of 7

180 East Broad Street • Columbus, OH 43215-3793 • (614) 466-3016 • www.PUCO.ohio.gov

The Public Utilities Commission of Ohio is an Equal Opportunity Employer and Service Provider

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician SM Date Processed JUN 18 2014

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2014 JUN 18 PM 4:02
PUCO

A-6 Contact person for Commission Staff use in investigating customer complaints:

Name Jeff Moses Title Secretary
Business address 770 N. Lasalle St. Suite 600
Telephone No. (312) 224-2765 Fax No. (312) 265-0467 Email Address j.moses@power1co.com

A-7 Applicant's address and toll-free number for customer service and complaints

Customer service address 770 N. Lasalle St. Suite 600
Toll-Free Telephone No. (855) 711-7693 Fax No. (312) 265-0467 Email Address contact@power1co.com

A-8 Provide "Proof of an Ohio Office and Employee," in accordance with Section 4929.22 of the Ohio Revised Code, by listing name, Ohio office address, telephone number, and Web site address of the designated Ohio Employee

Name Kennier Buritica Title Director of Sales
Business address 770 N. Lasalle St. Suite 600
Telephone No. 312 2242765 Fax No. 3122650467 Email Address k.buritica@power1co.com

A-9 Applicant's federal employer identification number 80-0866372

A-10 Applicant's form of ownership: (Check one)

- | | |
|--|--|
| <input type="checkbox"/> Sole Proprietorship | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Limited Liability Partnership (LLP) | <input type="checkbox"/> Limited Liability Company (LLC) |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Other |

A-11 (Check all that apply) Identify each natural gas company service area in which the applicant is currently providing service or intends to provide service, including identification of each customer class that the applicant is currently serving or intends to serve, for example: *residential, small commercial, and/or large commercial/industrial (mercantile) customers*. (A mercantile customer, as defined in Section 4929.01(L)(1) of the Ohio Revised Code, means a customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within the state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside of this state. In accordance with Section 4929.01(L)(2) of the Ohio Revised Code, "Mercantile customer" excludes a not-for-profit customer that consumes, other than for residential use, more than 500,000 cubic feet of natural gas per year at a single location within this state or consumes natural gas, other than for residential use, as part of an undertaking having more than three locations within or outside this state that has filed the necessary declaration with the Public Utilities Commission.)

<input checked="" type="checkbox"/> Columbia Gas of Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Dominion East Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Duke Energy Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial
<input checked="" type="checkbox"/> Vectren Energy Delivery of Ohio	<input checked="" type="checkbox"/> Residential	<input checked="" type="checkbox"/> Small Commercial	<input checked="" type="checkbox"/> Large Commercial / Industrial

A-12 If applicant or an affiliated interest previously participated in any of Ohio's Natural Gas Choice Programs, for each service area and customer class, provide approximate start date(s) and/or end date(s) that the applicant began delivering and/or ended services.

☐ Columbia Gas of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Dominion East Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Duke Energy Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

☐ Vectren Energy Delivery of Ohio

<input type="checkbox"/> Residential	Beginning Date of Service	End Date
<input type="checkbox"/> Small Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Large Commercial	Beginning Date of Service	End Date
<input type="checkbox"/> Industrial	Beginning Date of Service	End Date

A-13 If not currently participating in any of Ohio's four Natural Gas Choice Programs, provide the approximate start date that the applicant proposes to begin delivering services:

<input checked="" type="checkbox"/>	Columbia Gas of Ohio	Intended Start Date	September 2014
<input checked="" type="checkbox"/>	Dominion East Ohio	Intended Start Date	September 2014
<input checked="" type="checkbox"/>	Duke Energy Ohio	Intended Start Date	July 2014
<input checked="" type="checkbox"/>	Vectren Energy Delivery of Ohio	Intended Start Date	September 2014

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- A-14 Exhibit A-14 "Principal Officers, Directors & Partners,"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-15 Exhibit A-15 "Corporate Structure,"** provide a description of the applicant's corporate structure, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale natural gas or electricity to customers in North America.
- A-16 Exhibit A-16 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-17 Exhibit A-17 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the applicant is incorporated and any amendments thereto.
- A-18 Exhibit A-18 "Secretary of State,"** provide evidence that the applicant is currently registered with the Ohio Secretary of the State.

SECTION B - APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- B-1 Exhibit B-1 "Jurisdictions of Operation,"** provide a current list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail natural gas service, or retail/wholesale electric services.
- B-2 Exhibit B-2 "Experience & Plans,"** provide a current description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4929.22 of the Revised Code and contained in Chapter 4901:1-29 of the Ohio Administrative Code.
- B-3 Exhibit B-3 "Summary of Experience,"** provide a concise and current summary of the applicant's experience in providing the service(s) for which it is seeking to be certified to provide (e.g., number and types of customers served, utility service areas, volume of gas supplied, etc.).
- B-4 Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocations of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational

status or ability to provide the services it is seeking to be certified to provide.

- B-5 Exhibit B-5 "Disclosure of Consumer Protection Violations,"** disclose whether the applicant, affiliate, predecessor of the applicant, or any principal officer of the applicant has been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If Yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Consumer Protection Violations,"** detailing such violation(s) and providing all relevant documents.

- B-6 Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail natural gas or retail/wholesale electric service denied, curtailed, suspended, or revoked, or whether the applicant or predecessor has been terminated from any of Ohio's Natural Gas Choice programs, or been in default for failure to deliver natural gas.

☒ No ☐ Yes

If Yes, provide a separate attachment, labeled as **Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation,"** detailing such action(s) and providing all relevant documents.

SECTION C - APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED

- C-1 Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information, labeled as Exhibit C-1, or indicate that Exhibit C-1 is not applicable and why.
- C-2 Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If applicant does not have such filings, it may submit those of its parent company. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 whether the applicant is not required to file with the SEC and why.
- C-3 Exhibit C-3 "Financial Statements,"** provide copies of the applicant's two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer-certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer-certified financial statements covering the life of the business.
- C-4 Exhibit C-4 "Financial Arrangements,"** provide copies of the applicant's current financial arrangements to conduct competitive retail natural gas service (CRNGS) as a business activity (e.g., guarantees, bank commitments, contractual arrangements, credit agreements, etc.)
- C-5 Exhibit C-5 "Forecasted Financial Statements,"** provide two years of forecasted financial statements (balance sheet, income statement, and cash flow statement) for the applicant's CRNGS operation, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer.

- C-6 **Exhibit C-6 "Credit Rating,"** provide a statement disclosing the applicant's current credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody's Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant's parent or affiliate organization that guarantees the obligations of the applicant.
- C-7 **Exhibit C-7 "Credit Report,"** provide a copy of the applicant's current credit report from Experian, Dun and Bradstreet, or a similar organization.
- C-8 **Exhibit C-8 "Bankruptcy Information,"** provide a list and description of any reorganizations, protection from creditors, or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or since applicant last filed for certification.
- C-9 **Exhibit C-9 "Merger Information,"** provide a statement describing any dissolution or merger or acquisition of the applicant since applicant last filed for certification.

SECTION D – APPLICANT TECHNICAL CAPABILITY

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED.

- D-1 **Exhibit D-1 "Operations,"** provide a current written description of the operational nature of the applicant's business functions.
- D-2 **Exhibit D-2 "Operations Expertise,"** given the operational nature of the applicant's business, provide evidence of the applicant's current experience and technical expertise in performing such operations.
- D-3 **Exhibit D-3 "Key Technical Personnel,"** provide the names, titles, email addresses, telephone numbers, and background of key personnel involved in the operational aspects of the applicant's current business.

Applicant Signature and Title

 , CEO

Sworn and subscribed before me this 13th day of June Month 2014 Year

Signature of official administering oath

Print Name and Title Eui Joon Oh

My commission expires on

9/20/2014





The Public Utilities Commission of Ohio

Competitive Retail Natural Gas Service Affidavit Form (Version 1.07)

In the Matter of the Application of)

for a Certificate or Renewal Certificate to Provide)
Competitive Retail Natural Gas Service in Ohio.)

Case No. - -GA-AGG

County of
State of

[Affiant], being duly sworn/affirmed, hereby states that:

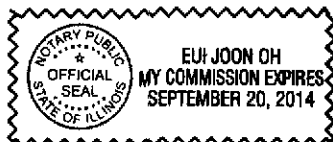
- (1) The information provided within the certification or certification renewal application and supporting information is complete, true, and accurate to the best knowledge of affiant.
- (2) The applicant will timely file an annual report of its intrastate gross receipts and sales of hundred cubic feet of natural gas pursuant to Sections 4905.10(A), 4911.18(A), and 4929.23(B), Ohio Revised Code.
- (3) The applicant will timely pay any assessment made pursuant to Section 4905.10 or Section 4911.18(A), Ohio Revised Code.
- (4) Applicant will comply with all applicable rules and orders adopted by the Public Utilities Commission of Ohio pursuant to Title 49, Ohio Revised Code.
- (5) Applicant will cooperate with the Public Utilities Commission of Ohio and its staff in the investigation of any consumer complaint regarding any service offered or provided by the applicant.
- (6) Applicant will comply with Section 4929.21, Ohio Revised Code, regarding consent to the jurisdiction of the Ohio courts and the service of process.
- (7) Applicant will inform the Public Utilities Commission of Ohio of any material change to the information supplied in the certification or certification renewal application within 30 days of such material change, including any change in contact person for regulatory or emergency purposes or contact person for Staff use in investigating customer complaints.
- (8) Affiant further sayeth naught.

Affiant Signature & Title

Sworn and subscribed before me this 13th day of June Month 2014 Year

Signature of Official Administering Oath

Print Name and Title Eui Joon Oh



My commission expires on 9/20/2014

(CRNGS Broker/Aggregator -Version 1.07) Page 7 of 7

EXHIBIT A-14

Principal Officers, Directors & Partners

George Wahbeh
CEO/President, Director
770 N. Lasalle St. Suite 600
Chicago, IL 60654
(312) 224-2765

Rami Fawaz
COO/Vice President, Director
770 N. Lasalle St. Suite 600
Chicago, IL 60654
(312) 224-2765

Jeffrey Moses
Secretary, Director
770 N. Lasalle St. Suite 600
Chicago, IL 60654
(312) 224-2765

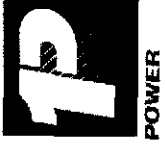


Exhibit A-15: "Corporate Structure"

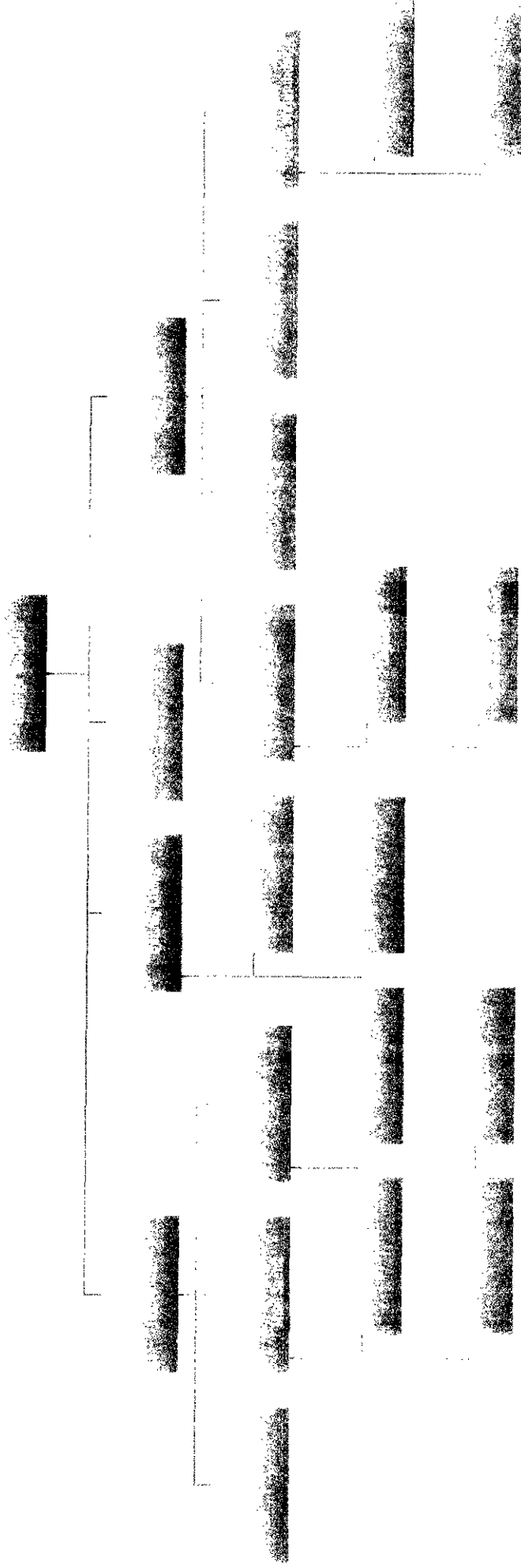


EXHIBIT A-16

Company History

PowerOne Corporation (“POC” or the “Company”) is a recently organized company formed to take advantage of what it believes is a significant opportunity presented by the deregulation of the nation’s electric and gas utilities and breakup of the franchise monopoly system that had been in effect for over 100 years. Just as deregulation of the telecommunications industry created opportunity for new market entrants, so too has the opening of competitive markets for electricity and related services. Seventeen states have already restructured and currently allow retail choice for the procurement of electricity, natural gas and related products and services. Most other states are forming competitive markets now or have plans to implement some form of customer choice for energy in the near future. The federal government has mandated that all fifty states provide for customer choice of energy providers by 2020. The Company has identified certain key target markets within the deregulated states that it believes are uniquely suited for the implementation of the Company’s business plan. PowerOne expects to expand into numerous other states as profitable opportunities present themselves and expects to acquire a significant market share in light of the unprecedented opportunities presented by the deregulation of the nation’s largest industry.

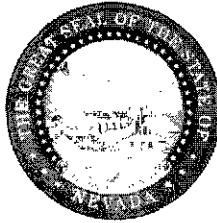
EXHIBIT A-17

Articles of Incorporation and Bylaws

See Attached.

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
*Deputy Secretary
for Commercial Recordings*

OFFICE OF THE
SECRETARY OF STATE

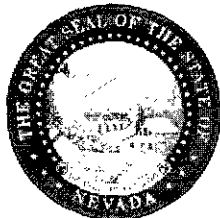
Certified Copy

January 17, 2014

Job Number: C20140117-1927
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20140037725-41	Amended & Restated Articles	10 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: Nita Hibshman
Certificate Number: C20140117-1927
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

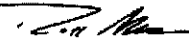


ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov



090501

**Certificate to Accompany
Restated Articles or
Amended and Restated Articles**
(PURSUANT TO NRS)

Filed in the office of	Document Number
 Ross Miller Secretary of State State of Nevada	20140037725-41 Filing Date and Time 01/17/2014 11:20 AM Entity Number E0574102012-3

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

PowerOne Corporation

2. The articles are: (mark only one box) ☐ Restated ☒ Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

☐ No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:

The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

☐ The entity name has been amended.

☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

☐ The purpose of the entity has been amended.

☒ The authorized shares have been amended.

☐ The directors, managers or general partners have been amended.

☐ IRS tax language has been added.

☒ Articles have been added.

☐ Articles have been deleted.

☒ Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

Article III of Amended & Restated Articles filed 05/02/2013 is amended to 1) increase the total number of authorized shares to 230,000,000; 2) increase the total number of authorized preferred shares to 50,000,000; 3) authorize a new Series C of Preferred Stock of 25,000,000 shares and state the rights, preferences, privileges and restrictions with respect to such Series C shares

4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
Revised: 8-31-11

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
POWERONE CORPORATION,
a Nevada corporation

ARTICLE I

The name of the corporation is PowerOne Corporation (the "Corporation").

ARTICLE II

The name and street address of the initial Commercial Registered Agent of the corporation shall be Paracorp Incorporated, 318 North Carson Street, Carson City, Nevada 89701.

ARTICLE III

A. Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is 230,000,000 shares. 180,000,000 shares shall be Common Stock, par value \$.001 per share, and 50,000,000 shares shall be Preferred Stock, par value \$.001 per share, of which 5,000,000 shares shall be designated as Series A Preferred Stock, 20,000,000 shares be designated as Series B Preferred Stock, and 25,000,000 shares be designated as Series C Preferred Stock.

B. Rights, Preferences, Privileges and Restrictions of Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock, which series shall consist of 5,000,000 shares, are as set forth below in Article III(C). The rights, preferences, privileges and restrictions granted to and imposed on the Series B Preferred Stock, which series shall consist of 20,000,000 shares, are as set forth below in Article III(D). The rights, preferences, privileges and restrictions granted to and imposed on the Series C Preferred Stock, which series shall consist of 25,000,000 shares, are as set forth below in Article III(E).

C. Rights, Preferences, Privileges and Restrictions of Series A Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below in this Article III(C).

1. Dividends. The holders of shares of Series A Preferred Stock will be entitled to receive dividends, out of any assets legally available therefore, prior and in preference to any declaration or payment of any dividend (payable other than in our Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of our Common Stock) on Common Stock, at the rate of \$0.02 per share per annum (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series A Preferred Stock), payable only when, as and if declared by our board of directors. Such dividends will be cumulative. The holders of the outstanding shares of our Series A Preferred Stock can waive any dividend preference that such holders may be entitled to receive under our articles of incorporation upon the affirmative vote or written consent of the holders of at least a majority of the shares of our Series A Preferred Stock then outstanding.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of Series A Preferred Stock will be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock or any other series of Preferred Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) \$.25

for each outstanding share of Series A Preferred Stock (the "Original Series A Issue Price") and (ii) an amount equal to declared but unpaid dividends on such share (if any) (subject to appropriate adjustment of such fixed dollar amounts for any stock dividends, stock splits, combinations or other similar recapitalizations with respect to the Series A Preferred Stock). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of Series A Preferred Stock are insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then the entire assets and funds of the Corporation legally available for distribution will be distributed ratably among the holders of Series A Preferred Stock, in proportion to the amount of such stock owned by each such holder.

(b) Upon the completion of the distributions described in subsection 2(a) immediately above and any other distribution that may be required with respect to any series of Preferred Stock that from time to time may come into existence, all of the remaining assets of our company available for distribution to stockholders will be distributed among the holders of our Common Stock *pro rata* based on the number of shares of Common Stock held by each such holder.

(c) For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation will be deemed to be occasioned by, or to include (unless the holders of at least a majority of the shares of Series A Preferred Stock then outstanding determine otherwise), (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including any reorganization, merger or consolidation, but excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); or (ii) a sale of all or substantially all of the assets of the Corporation; unless, with respect to clause (i) or clause (ii) above in this subsection 2(c), the Corporation's stockholders of record as constituted immediately before such acquisition or sale will immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity.

(d) Whenever any liquidation, dissolution or winding up of the Corporation provided for in this Section 2 requires that any distribution in connection therewith will be payable in property other than cash, then the value of such property shall be its fair market value, as determined in good faith by the Board of Directors, except that, if such property consists of securities, then such securities shall be valued as follows:

(i) The method of valuation of securities not subject to investment letter or other similar restrictions on free marketability shall be as follows:

(A) If the securities are then traded on a national securities exchange or the NASDAQ Global Market (or a similar global or national quotation system), then the value of such securities shall be deemed to be the average of the daily closing prices of such securities on such exchange or system over the thirty (30) day period ending three (3) days before the distribution; and

(B) If the securities are then actively traded over-the-counter, then the value of such securities shall be deemed to be the average of the daily closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days before the distribution; and

(C) If there is no active public market for the securities, then the value of such securities shall be the fair market value thereof, as determined in good faith by the Board of Directors.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined pursuant to any of subparagraphs (i)(A), (i)(B) or (i)(C) of this subsection 2(d) (as applicable) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

3. Conversion. The holders of Series A Preferred Stock shall have conversion rights as

follows:

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into two (2) shares of fully paid and nonassessable shares of Common Stock.

(b) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall surrender the certificate or certificates therefore, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice to the Corporation at its principal corporate office of the election to convert the same, stating therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at that office to the holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. The conversion shall be deemed to have been made immediately before the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of the shares of Common Stock as of such date.

(c) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of shares of Common Stock as from time to time shall be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock.

4. Voting Rights. The holders of each share of Series A Preferred Stock shall have the right to one (1) vote for each share of Common Stock into which such shares of Preferred Stock could then be converted, and, with respect to such vote, such holders (a) shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, (b) shall be entitled, notwithstanding any provision hereof, to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and (c) shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted, and fractional voting rights available on an as converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one half being rounded upward). Except as otherwise expressly provided herein, and except to the extent otherwise provided by the Nevada Revised Statutes, the holders of outstanding shares of Series A Preferred Stock shall have no right to vote as a separate class or series of shares of capital stock of the Corporation. Without limiting the generality of the foregoing, the holders of outstanding shares of Series A Preferred Stock shall have no right to vote as a separate class or series of shares of capital stock of the Corporation with respect to any plan of merger, plan of conversion or plan of exchange under Section 92A.120 of the Nevada Revised Statutes.

5. Protective Provisions. So long as any shares of Series A Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then-outstanding shares of Series A Preferred Stock (voting together as a single series of Preferred Stock):

- (a) alter or change any of the rights, preferences or privileges of the shares of Series A Preferred Stock so as to affect such shares;
- (b) increase the authorized number of shares of Series A Preferred Stock;
- (c) reclassify any outstanding shares of any class or series of the Corporation's stock; or

(d) redeem, purchase or otherwise acquire any shares of Common Stock; *provided, however*, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at cost or at cost upon the occurrence of certain events, such as the termination of employment or cessation of service, or otherwise pursuant to any stock restriction agreement, stock option agreement or other agreement or plan providing for employees or consultants or other persons to own (or potentially own) shares of Common Stock.

6. Status of Converted Series A Preferred Stock. If shares of Series A Preferred Stock are converted pursuant to Section 3 of this Article III(D), then such shares so converted or redeemed shall be cancelled and shall not be issuable by the Corporation. The Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

D. Rights, Preferences, Privileges and Restrictions of Series B Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series B Preferred Stock are as set forth below in this Article III(D).

1. Dividend Provisions. The holders of shares of Series B Preferred Stock shall be entitled to receive dividends, out of any assets legally available therefore, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) on the Common Stock of the Corporation, at the rate of \$0.04 per share per annum (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series B Preferred Stock), payable only when, as and if declared by the Board of Directors. Such dividends shall be cumulative. The holders of the outstanding Series B Preferred Stock can waive any dividend preference that such holders may be entitled to receive under this Section 1 upon the affirmative vote or written consent of the holders of at least a majority of the shares of Series B Preferred Stock then outstanding.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, subject to the rights of the holders of Series A Preferred Stock, the holders of Series B Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock or any other series of Preferred Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) \$0.50 for each outstanding share of Series B Preferred Stock (the "Original Series B Issue Price") and (ii) an amount equal to declared but unpaid dividends on such share (if any) (subject to appropriate adjustment of such fixed dollar amounts for any stock dividends, stock splits, combinations or other similar recapitalizations with respect to the Series B Preferred Stock). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series B Preferred Stock are insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of the holders of Series A Preferred Stock, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series B Preferred Stock, in proportion to the amount of such stock owned by each such holder.

(b) Upon the completion of the distribution required by subsection 2(a) immediately above, the distribution required by subsection 2(a) of Article III(C) hereof and any other distribution that may be required with respect to any series of Preferred Stock that from time to time may come into existence, all of the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of Common Stock *pro rata* based on the number of shares of Common Stock held by each.

(c) For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include (unless the holders of at least a majority of the shares of Series B Preferred Stock then outstanding determine otherwise), (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation, but excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); or (ii) a sale of all or substantially all of the assets of the Corporation; unless, with respect to

clause (i) or clause (ii) of this subsection 2(c), the Corporation's stockholders of record as constituted immediately before such acquisition or sale will immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(d) Whenever any liquidation, dissolution or winding up of the Corporation provided for in this Section 2 requires that any distribution in connection therewith will be payable in property other than cash, then the value of such property shall be its fair market value, as determined in good faith by the Board of Directors, except that, if such property consists of securities, then such securities shall be valued as follows:

(i) The method of valuation of securities not subject to investment letter or other similar restrictions on free marketability shall be as follows:

(A) If the securities are then traded on a national securities exchange or the NASDAQ Global Market (or a similar global or national quotation system), then the value of such securities shall be deemed to be the average of the daily closing prices of such securities on such exchange or system over the thirty (30) day period ending three (3) days before the distribution; and

(B) If the securities are then actively traded over-the-counter, then the value of such securities shall be deemed to be the average of the daily closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days before the distribution; and

(C) If there is no active public market for the securities, then the value of such securities shall be the fair market value thereof, as determined in good faith by the Board of Directors.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined pursuant to any of subparagraphs (i)(A), (i)(B) or (i)(C) of this subsection 2(d) (as applicable) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

F. Rights, Preferences, Privileges and Restrictions of Series C Preferred Stock. The rights, preferences, privileges and restrictions granted to and imposed on the Series C Preferred Stock are as set forth below in this Article III(E).

1. Dividend Provisions. The holders of shares of Series C Preferred Stock shall be entitled to receive dividends on a noncumulative basis, out of any assets legally available therefore, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, additional shares of Common Stock) on the Common Stock of the Corporation, at the rate of \$0.08 per share (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Series C Preferred Stock), payable only when, as and if declared by the Board of Directors. The holders of the outstanding Series C Preferred Stock can waive any dividend preference that such holders may be entitled to receive under this Section I upon the affirmative vote or written consent of the holders of at least a majority of the shares of Series C Preferred Stock then outstanding.

2. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, subject to the rights of the holders of Series A Preferred Stock and the holders of Series B Preferred Stock, the holders of Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock or any other series of Preferred Stock by reason of their ownership thereof, an amount per share equal to the sum of (i) \$1.00 for each outstanding share of Series C Preferred Stock (the "Original Series Issue Price") and (ii) an amount equal to declared but unpaid dividends on such share (if any) (subject to appropriate adjustment of such fixed dollar amounts for any stock dividends, stock splits, combinations or other similar recapitalizations with respect to the Series C

Preferred Stock). If, upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series C Preferred Stock are insufficient to permit the payment to such holders of the full aforesaid preferential amounts, then, subject to the rights of the holders of Series A Preferred Stock and the holders of Series B Preferred Stock, the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series C Preferred Stock, in proportion to the amount of such stock owned by each such holder.

(b) Upon the completion of the distribution required by subsection 2(a) immediately above, the distribution required by subsection 2(a) of Article III(C) hereof, the distribution required by subsection 2(a) of Article III(D) hereof and any other distribution that may be required with respect to any series of Preferred Stock that from time to time may come into existence, all of the remaining assets of the Corporation available for distribution to stockholders shall be distributed among the holders of Common Stock *pro rata* based on the number of shares of Common Stock held by each.

(c) For purposes of this Section 2, a liquidation, dissolution or winding up of the Corporation shall be deemed to be occasioned by, or to include (unless the holders of at least a majority of the shares of Series C Preferred Stock then outstanding determine otherwise), (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation, but excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); or (ii) a sale of all or substantially all of the assets of the Corporation; unless, with respect to clause (i) or clause (ii) of this subsection 2(c), the Corporation's stockholders of record as constituted immediately before such acquisition or sale will immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(d) Whenever any liquidation, dissolution or winding up of the Corporation provided for in this Section 2 requires that any distribution in connection therewith will be payable in property other than cash, then the value of such property shall be its fair market value, as determined in good faith by the Board of Directors, except that, if such property consists of securities, then such securities shall be valued as follows:

(i) The method of valuation of securities not subject to investment letter or other similar restrictions on free marketability shall be as follows:

(A) If the securities are then traded on a national securities exchange or the NASDAQ Global Market (or a similar global or national quotation system), then the value of such securities shall be deemed to be the average of the daily closing prices of such securities on such exchange or system over the thirty (30) day period ending three (3) days before the distribution; and

(B) If the securities are then actively traded over-the-counter, then the value of such securities shall be deemed to be the average of the daily closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days before the distribution; and

(C) If there is no active public market for the securities, then the value of such securities shall be the fair market value thereof, as determined in good faith by the Board of Directors.

(ii) The method of valuation of securities subject to investment letter or other restrictions on free marketability shall be to make an appropriate discount from the market value determined pursuant to any of subparagraphs (i)(A), (i)(B) or (i)(C) of this subsection 2(d) (as applicable) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors.

3. Conversion. The Series C Preferred Stock shall be convertible into shares of Common Stock as follows:

(a) The Corporation's Right to Convert. Provided that all declared but unpaid dividends on such Series C preferred stock have been paid in full prior to conversion, each share of Series C

Preferred Stock shall be convertible, at the option of the Board of Directors upon written notice to the holders of Series C Preferred Stock, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into two (2) shares of fully paid and nonassessable shares of Common Stock.

(b) Automatic Conversion. Each share of Series C Preferred Stock shall automatically be converted into two (2) shares of Common Stock immediately upon the Corporation's sale of Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the *Securities Act of 1933*, as amended.

(c) Mechanics of Conversion. In connection with any conversion of Series C Preferred Stock into shares of Common Stock as provided above, such holder shall surrender the certificate or certificates therefore, duly endorsed, at the office of the Corporation or of any transfer agent for the Series C Preferred Stock and shall give written notice to the Corporation at its principal corporate office stating therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter, issue and deliver at that office to the holder of Series C Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. The conversion shall be deemed to have been made immediately before the close of business on the date of such surrender of the shares of Series C Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of the shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the *Securities Act of 1933* as provided above, then the conversion may, at the option of any holder tendering Series C Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person or persons entitled to receive Common Stock upon conversion of the Series C Preferred Stock shall not be deemed to have converted the Series C Preferred Stock until immediately before the closing of such sale of securities.

(d) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series C Preferred Stock, such number of shares of Common Stock as from time to time shall be sufficient to effect the conversion of all outstanding shares of the Series C Preferred Stock; and, if at any time the number of authorized but unissued shares of Common Stock is not sufficient to effect the conversion of all then-outstanding shares of the Series Preferred Stock, then, in addition to such other remedies as may be available to the holders of the then-outstanding shares of Series C Preferred Stock, the Corporation shall take such corporate action as may, in the opinion of the Corporation's counsel, be necessary to increase the Corporation's authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite stockholder approval of any necessary amendment to these Articles of Incorporation.

(e) Notices. Any notice required by the provisions of this Section 3 to be given to the holders of shares of Series C Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of the Corporation.

4. Voting Rights. The holders of the Series C Preferred Stock shall have no voting rights. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation or by written consent of the stockholders of the Corporation in lieu of meeting, each holder of outstanding shares of Series C Preferred Stock shall have no right to vote whatsoever for any share of Series C Preferred Stock then held by such holder and shall not be entitled to vote, together with holders of Common Stock or otherwise, with respect to any question upon which holders of Common Stock have the right to vote. Except as otherwise expressly provided herein, and except to the extent otherwise provided by the Nevada Revised Statutes, the holders of outstanding shares of Series C Preferred Stock shall have no right to vote as a separate class or series of shares of capital stock of the Corporation. Without limiting the generality of the foregoing, the holders of outstanding shares of Series C Preferred Stock shall have no right to vote as a separate class or series of shares of capital stock of the Corporation with respect to any plan of merger, plan of conversion or plan of exchange under Section 92A.120 of the Nevada Revised Statutes.

5. Protective Provisions. So long as any shares of Series C Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the then-outstanding shares of Series C Preferred Stock (voting together as a single series of Preferred Stock):

- (a) alter or change any of the rights, preferences or privileges of the shares of Series C Preferred Stock so as to affect such shares;
- (b) increase the authorized number of shares of Series C Preferred Stock;
- (c) reclassify any outstanding shares of any class or series of the Corporation's stock; or
- (d) redeem, purchase or otherwise acquire any shares of Common Stock; *provided, however*, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at cost or at cost upon the occurrence of certain events, such as the termination of employment or cessation of service, or otherwise pursuant to any stock restriction agreement, stock option agreement or other agreement or plan providing for employees or consultants or other persons to own (or potentially own) shares of Common Stock.

6. Status of Converted or Redeemed Series C Preferred Stock. If shares of Series C Preferred Stock are converted pursuant to Section 3 of this Article III(E), then such shares so converted or redeemed shall be cancelled and shall not be issuable by the Corporation. The Articles of Incorporation of the Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

F. Common Stock.

1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of Common Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of any assets of the Corporation legally available therefore, such dividends as may be declared from time to time by the Board of Directors.

2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the Corporation, the assets of the Corporation shall be distributed as provided in Section 2 of Article III(E) hereof.

3. Redemption. The Common Stock is not redeemable.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one (1) vote for each such share, shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation and shall be entitled to vote upon such matters and in such manner as may be provided by law.

ARTICLE IV

The Corporation may engage in any lawful activity.

ARTICLE V

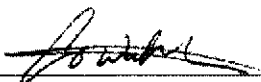
This corporation shall exist in perpetuity.

ARTICLE VI

In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by Nevada Revised Statutes, Chapter 78 or other statutes or laws of the State of Nevada, the Board of Directors is expressly authorized: (i) to make, adopt, amend, alter or repeal the Bylaws of the Corporation, except as and to the extent otherwise provided in such Bylaws; (ii) from time to time to adopt Bylaw provisions with respect to indemnification of directors, officers, employees, agents and other persons as the Board of Directors deems expedient and in the best interests of the Corporation and to the extent permitted by law; and (iii) to fix and determine designations, preferences, privileges, rights and powers, and relative, participating, optional or other special rights, qualifications, limitations or restrictions, on the capital stock of the Corporation as provided by Nevada Revised Statutes Section 78.195, unless otherwise provided herein.

The undersigned certifies that: (1) the foregoing Second Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders, common and preferred, in accordance with Nevada Revised Statutes Section 78.390; (2) The percentage vote required was greater than 50%; and (3) the number of shares voting in favor of the foregoing Amended and Restated Articles of Incorporation equaled or exceeded the vote required.

Date: December 28, 2013



George Wahbeh, President

**BYLAWS FOR THE REGULATION,
EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR ITS
ARTICLES OF INCORPORATION, OF
POWERONE CORPORATION,**

a Nevada corporation
(the “**Corporation**”)

ARTICLE I

Offices

Section 1. Principal Executive Office. The principal executive office of the Corporation hereby is fixed and located at 770 N. LaSalle St., Suite 600, Chicago, Illinois, 60654, with its principal mailing address being 770 N. LaSalle St., Suite 600, Chicago, Illinois, 60654. The Board of Directors (the “**Board**”) hereby is granted full power and authority to change the principal executive office of the Corporation from one location to another within or without the State of Nevada. Any such change shall be noted in these bylaws (these “**Bylaws**”) by the Secretary of the Corporation, opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices. The Board at any time may establish other business offices wherever the Corporation is qualified to do business.

ARTICLE II

Meetings of the Stockholders

Section 1. Place of Meetings. All annual or other meetings of the Corporation’s stockholders (the “**Stockholders**”) shall be held at the principal executive office of the Corporation or at any other place within or without the State of Nevada that may be designated by the Board.

Section 2. Annual Meetings. The annual meetings of the Stockholders shall be held on such date and at such time as may be fixed by the Board. At such 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, subject to the remaining provisions of this **Section 2**.

Written notice of each annual meeting shall be given to each Stockholder entitled to vote thereat, either personally or by mail or other means of written communication, charges prepaid, addressed to such Stockholder at such Stockholder’s address appearing on the books of the Corporation or given by such Stockholder to the Corporation for the purpose of notice. If any notice or report addressed to a Stockholder at the address of such Stockholder appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service

marked to indicate that the United States Postal Service is unable to deliver such notice or report to such Stockholder at such address, then all future notices and reports shall be deemed to have been duly given to such Stockholder without further mailing if such notices and reports are made available for such Stockholder upon written demand of such Stockholder at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of such notices and reports to all of the other Stockholders. If a Stockholder fails to provide the Corporation with an address, then notice shall be deemed to have been given to such Stockholder if sent by mail or other means of written communication addressed to the place where the principal executive office of the Corporation is situated or if published at least once in some newspaper of general circulation in the county in which the principal executive office of the Corporation is located.

All such notices shall be given to each Stockholder entitled thereto not less than ten (10) nor more than sixty (60) days before each annual meeting. Every such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An affidavit of mailing of any such notice in accordance with the foregoing provisions, executed by the Secretary, Assistant Secretary or any transfer agent of the Corporation, shall be prima facie evidence that such notice was given.

Such notices shall specify:

- (a) the place, the date and the hour of the annual meeting;
- (b) the purpose or purposes for which the meeting is called; and
- (c) such other matters, if any, as may be required by statute.

Notice of the time, place and purpose of any meeting of the Stockholders may be waived in writing, signed by the person entitled to notice thereof, either before or after such meeting, and will be waived by any Stockholder by his attendance thereat in person or by proxy, except when such Stockholder attends a meeting for the express purpose of objecting, at the beginning of such meeting, to the transaction of any business because such meeting is not lawfully called or convened. Any Stockholder so waiving notice of such meeting shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

Section 3. Special Meetings. Special meetings of the Stockholders, for the purpose of taking any action permitted by the Stockholders under Nevada Revised Statutes, Chapter 78 and the Corporation's Articles of Incorporation (the "**Articles of Incorporation**"), may be called at any time by (a) the Chairman of the Board, (b) the Chief Executive Officer, (c) the President or (d) the Board pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist vacancies in previously authorized directorships at the time that any such resolution is presented to the Board for adoption). If a special meeting of the Stockholders is called by any person or persons other than the Board, then the request therefore shall be in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telephonic or other facsimile transmission to the Chairman of the Board, the Chief Executive Officer, the President or the

Secretary of the Corporation. No business may be transacted at such special meeting of the Stockholders other than as specified in such request. Within sixty (60) days after receipt of the request, the Board shall determine the time and place of such special meeting, which shall be held not less than thirty-five (35) nor more than one hundred twenty (120) days after the date of the receipt of the request. Upon the Board's determination of the time and place of the special meeting, notice of such special meeting shall be given in the same manner as notice is to be given for the annual meetings of the Stockholders in accordance with the provisions of the preceding **Section 2** (except in special cases where other express provision is made by statute). In addition to the matters required by items (a) and, if applicable, (c) of the preceding **Section 2**, notice of any special meeting shall specify the general nature of the business to be transacted at such special meeting, and no other business may be transacted at such special meeting. If notice of the special meeting is not given within sixty (60) days after the receipt of the request, the person or persons having requested the special meeting may set the time and place of the special meeting and give the notice. Nothing contained in this paragraph shall be construed as limiting, fixing or affecting the time when a meeting of the Stockholders called by action of the Board may be held.

Section 4. Quorum. Except as otherwise provided by applicable law or by the Articles of Incorporation, the presence in person or by proxy of the Stockholders entitled to vote a majority of the voting shares at any meeting shall constitute a quorum for the transaction of business. The chairman of a meeting or the inspector or inspectors of election appointed for such meeting pursuant to **Section 10** of this **Article II**, as the case may be, may determine that a quorum is present based on any reasonable evidence of the presence in person or by proxy of Stockholders holding a majority of the outstanding shares, including, without limitation, evidence from any record of the Stockholders or their proxies who have signed a register indicating their presence at the meeting. The Stockholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Stockholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

Where a separate vote by a class or classes or series is required, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, a majority of the outstanding shares of such class or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter.

Section 5. Adjourned Meeting and Notice Thereof. Any Stockholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time either by the chairman of the meeting or by the affirmative vote of the majority of the shares present in person or represented by proxy at such meeting and entitled to vote thereat, but in the absence of a quorum no other business may be transacted at such meeting, except as provided in **Section 4** of this **Article II**. At such adjourned meeting at which a quorum is present or represented by proxy, any business may be transacted that could have been transacted at the meeting as originally noticed.

When any Stockholders' meeting, either annual or special, is adjourned for forty-five (45) days or more, or if after adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as provided in the immediately-preceding sentence hereof, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement of the time and place thereof at the meeting at which such adjournment is taken.

Section 6. Voting. Unless a record date for voting purposes is fixed as provided in **Section 1 of Article VI** of these Bylaws, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day immediately preceding the day on which notice of a meeting is given, or, if such notice is waived, at the close of business on the business day immediately preceding the day on which a meeting of the Stockholders is held, shall be entitled to vote at such meeting, and such day shall be the record date for such meeting. Such vote may be by ballot or voice vote; *provided, however*, that all elections for directors must be by ballot upon demand therefore made by a Stockholder at any election before the voting begins, and provided further that the Board in its discretion may require a written ballot for any vote. If a quorum is present at a meeting, the affirmative vote of the majority of the shares present in person or represented by proxy at such meeting and entitled to vote thereat on any matter shall be the act of the Stockholders, unless the vote of a greater number or voting by classes is required by Nevada Revised Statutes, Chapter 78 or the Articles of Incorporation; *provided, however*, that directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Where a separate vote by a class or classes or series is required, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, if a quorum of such class or classes or series is present at a meeting, the affirmative vote of the majority (plurality, in the case of the election of directors) of the shares of such class or classes or series present in person or represented by proxy at such meeting and entitled to vote thereat shall be the act of such class or classes or series.

Unless otherwise provided in the Articles of Incorporation, at every meeting of the Stockholders, each Stockholder shall be entitled to one (1) vote in person or by proxy for each share of capital stock having voting power held by such Stockholder.

If shares or other securities having voting power stand of record in the names of two (2) or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, tenants by the entirety or otherwise, or if two (2) or more persons have the same fiduciary relationship respecting the same shares, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: (a) if only one (1) votes, then his act binds all; (b) if more than one (1) votes, then the act of the majority so voting binds all; (c) if more than one (1) votes but the vote is evenly split on any particular matter, then each faction may vote the securities in question proportionally. If the instrument filed with the Secretary of the Corporation shows that any such

tenancy is held in unequal interests, then a majority or even-split for the purpose of the foregoing clause (c) shall be a majority or even-split in interest.

Section 7. Validation of Defectively Called or Noticed Meetings. The transactions of any meeting of the Stockholders, either annual or special, however called and noticed, shall be as valid as if taken at a meeting duly held after regular call and notice if a quorum is present at such meeting either in person or by proxy and if, either before or after such meeting, all of the persons entitled to vote at such meeting but who are not present thereat in person or by proxy or who, although present, have, at the beginning of such meeting, properly objected to the transaction at such meeting of any business because such meeting was not lawfully called or convened, or to particular matters of business legally required to be included in the notice but not so included, sign a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Corporation or made a part of the minutes of such meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Stockholders need be specified in any written waiver of notice.

Section 8. Action Without a Meeting. Any action that under any provision of Nevada Revised Statutes, Chapter 78 may be taken at a meeting of the Stockholders may be taken without a meeting and without notice if a consent in writing setting forth the action so taken is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice shall be given of the taking of any Corporate action approved by the Stockholders without a meeting by less than unanimous written consent to those Stockholders entitled to vote who have not consented to such Corporate action in writing. Unless as provided in **Section 1 of Article VI** of these Bylaws the Board has fixed a record date for the determination of Stockholders entitled to give such written consent, the record date for such determination shall be the day on which the first written consent is given. All such written consents shall be filed with the Secretary of the Corporation.

Any Stockholder giving a written consent, or such Stockholder's proxy holder, or a transferee of the shares of such Stockholder, or a personal representative of such Stockholder or any such person's respective proxy holder may revoke such Stockholder's consent in writing received by the Corporation before the time at which written consents of the number of shares required to authorize a proposed Corporate action have been filed with the Secretary of the Corporation but not thereafter. Such revocation is effective upon its receipt by the Secretary of the Corporation.

Section 9. Proxies. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or such person's duly authorized agent. Any proxy duly executed is not revoked and continues in full force and effect until a written instrument revoking it or a duly executed proxy bearing a later date is filed with the Secretary of the Corporation before the vote pursuant thereto; *provided, however*, that no such proxy shall be valid after the expiration of six (6) months from the date of its execution unless it is coupled with an interest or unless the person executing it

specifies therein the length of time for which such proxy is to continue in force, which time in no case shall exceed seven (7) years from the date of such proxy's execution.

Section 10. Inspectors of Election. In advance of any meeting of the Stockholders, the Board may appoint one or more persons other than nominees for office to act as inspectors of election at such meeting or any adjournment thereof. If inspectors of election are not so appointed, the chairman of any such meeting may, and at the request of any Stockholder or any Stockholder's proxy shall, make such appointment at such meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting at the request of one or more Stockholders or proxies of Stockholders, the majority of shares represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act as inspector, the vacancy may, and at the request of any Stockholder or a Stockholder's proxy shall, be filled by appointment by the Board in advance of the meeting or at the meeting by a chairman of the meeting. Inspectors of election need not be Stockholders, and any officer of the Corporation may be an inspector of election with respect to a vote to be taken on any matter other than a vote to be taken for or against a proposal in which such person has or will have a material interest.

The duties of inspectors shall include determining the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining results; and such acts as may be proper to conduct the election or vote with fairness to all Stockholders. In the determination of the validity and effect of proxies, the dates contained on the forms of proxy presumptively shall determine the order of execution of the proxies, regardless of the postmark dates on the envelopes in which they were mailed.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If three (3) inspectors of election are appointed, the decision, act or certificate of a majority of such inspectors is effective in all respects as the decision, act or certificate of all of such inspectors. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

Section 11. Stockholder Lists. At least ten (10) days before every meeting of the Stockholders, the officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make a complete list of the Stockholders entitled to vote at such meeting, arranged in alphabetical order and showing the address of each such Stockholder and the number of shares registered in the name of each such Stockholder. Such list shall be open to the examination of any Stockholder, for any purpose germane to a meeting, during ordinary business hours, for a period of at least ten (10) days before such meeting, at a place within the city where such meeting is to be held, which place shall be specified in the notice of the meeting, and such list also shall be available throughout the duration of such meeting and may be inspected by any Stockholder who is present thereat.

Section 12. Organization. At every meeting of the Stockholders, the Chairman of the Board, or, if a Chairman of the Board has not been appointed or is absent, the Chief Executive Officer, or, if the Chief Executive Officer is absent, the President, or, if the President is absent, a chairman of the meeting chosen by a majority in interest of the Stockholders entitled to vote, present in person or by proxy at the meeting, shall act as chairman of the meeting. The Secretary of the Corporation, or, in his absence, an Assistant Secretary directed to do so by the President, shall act as secretary of the meeting. The Board shall be entitled to make such rules or regulations for the conduct of meetings of the Stockholders as the Board may deem necessary, appropriate or convenient. Subject to such rules and regulations of the Board, if any, the chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairman, are necessary, appropriate or convenient for the proper conduct of the meeting, including, without limitation, establishing an agenda or order of business for the meeting, rules and procedures for maintaining order at the meeting and the safety of those present, limitations on participation in such meeting to Stockholders of record and their duly authorized and constituted proxies and such other persons as the chairman shall permit, restrictions on entry to the meeting after the time fixed for the commencement thereof, limitations on the time allotted to questions or comments by participants and regulation of the opening and closing of the polls for balloting on matters that are to be voted on by ballot. Unless and to the extent determined by the Board or the chairman of the meeting, meetings of the Stockholders shall not be required to be held in accordance with rules of parliamentary procedure.

ARTICLE III

Directors

Section 1. Powers. Subject to limitations provided by the Articles of Incorporation, these Bylaws and Nevada Revised Statutes, Chapter 78 as to actions to be authorized or approved by the Stockholders or the outstanding shares, and subject to the duties of directors as prescribed by these Bylaws, all Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board. The Board may delegate the management of the day-to-day operation of the business of the Corporation to management or other persons, provided that the business and affairs of the Corporation shall be managed and all Corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers but subject to the same limitations, it hereby is declared that the directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

First - To select and remove all of the officers, agents and employees of the Corporation, prescribe such powers and duties for them as are not inconsistent with law, the Articles of Incorporation or these Bylaws, fix their compensation and require from them security for faithful service.

Second - To conduct, manage and control the affairs and business of the Corporation and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or these Bylaws, as they deem best.

Third - To change the principal executive office and principal place for the transaction of the business of the Corporation from one location to another as provided in **Article I, Section 1** of these Bylaws; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of Nevada, as provided in **Article I, Section 2** of these Bylaws; to designate any place within or without the State of Nevada for the holding of any Stockholders' meeting; and to adopt, make and use a Corporate seal, to prescribe the forms of certificates of stock of the Corporation and from time to time to alter the form of such seal and of such certificates, as in their judgment they deem best, provided that such seal and such certificates shall comply at all times with all applicable provisions of law.

Fourth - Upon such terms as may be lawful, from time to time to authorize the issuance of shares of stock of the Corporation.

Fifth - To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and security therefore.

Sixth - By resolution adopted by a majority of the authorized number of directors, to designate and appoint an Executive Committee and other committees, each consisting of one or more directors, to serve at the pleasure of the Board, and to prescribe the manner in which proceedings of such committees shall be conducted. Any such committee, to the extent provided in a resolution of the Board, shall have all of the authority of the Board, except as otherwise provided in **Section 19** of this **Article III**, and except with respect to:

- (a) the approval of any action for which Nevada Revised Statutes, Chapter 78 or the Articles of Incorporation also require Stockholder approval;
- (b) the filling of vacancies on the Board or in any committee;
- (c) the fixing of compensation of the directors for serving on the Board or on any committee;
- (d) the amendment or repeal of these Bylaws or the adoption of new Bylaws;
- (e) the amendment or repeal of any resolution of the Board;
- (f) any distribution to the Stockholders, except at a rate or in a periodic amount or within a price range determined by the Board; and

(g) the appointment of other committees of the Board or the members thereof.

Section 2. Number and Qualification of Directors. The authorized number of directors shall be not less than one (1) nor more than three (3) as fixed from time to time by resolution of the Board; provided that no decrease in the authorized number of directors shall shorten the term of any incumbent director. A director need not be a Stockholder, a citizen of the United States or a resident of the State of Nevada. Every director shall be at least eighteen (18) years of age.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of the Stockholders, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the Stockholders held for such purpose. All directors shall hold office until their respective successors are elected, subject to Nevada Revised Statutes, Chapter 78 and the provisions of these Bylaws with respect to vacancies on the Board.

Section 4. Resignation. Any director may resign effective upon giving written notice to the Board, the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board or the Stockholders shall have power to elect a successor to take office when such resignation is to become effective.

Section 5. Removal. Any director, or the entire Board, may be removed from office at any time, without cause, by the vote of Stockholders representing not less than two-thirds of the voting power of the issued and outstanding stock entitled to vote. Whenever the holders of any class or series of shares are entitled to elect one or more directors, unless otherwise provided in the Articles of Incorporation, removal of any such director requires only the proportion of votes, specified in the immediately-preceding sentence, of the holders of that class or series, and not the votes of the outstanding shares as a whole.

No reduction of the authorized number of directors shall have the effect of removing any director before the expiration of such director's term of office.

Section 6. Vacancies. A vacancy in the Board shall be deemed to exist in case of the death, resignation or removal of any director, if a director has been declared of unsound mind by order of court or convicted of a felony, if the authorized number of directors is increased or if the Stockholders fail at any annual or special meeting of the Stockholders at which one or more directors are to be elected to elect the full authorized number of directors to be voted for at that meeting.

Vacancies in the Board may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the Stockholders.

The Stockholders at any time may elect a director or directors to fill a vacancy or vacancies not filled by the directors. Any such election by written consent shall require the consent of holders of a majority of the outstanding shares entitled to vote.

Section 7. Place of Meetings. Regular meetings of the Board shall be held at any place within or without the State of Nevada that from time to time has been designated by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular meetings of the Board shall be held at the principal executive office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the principal executive office of the Corporation.

Section 8. Organization Meeting. Immediately following each annual meeting of the Stockholders, the Board shall hold a regular meeting at the place of the annual meeting of the Stockholders or at such other place as may be fixed by the Board for the purpose of organization, appointment of officers and the transaction of other business. Call and notice of such meetings hereby are dispensed with.

Section 9. Other Regular Meetings. Other regular meetings of the Board shall be held without call as provided in a resolution from time to time adopted by the Board; *provided, however,* that, if the day of any such meeting should fall upon a legal holiday, then such meeting shall be held at the scheduled time on the next business day thereafter. Notice of all such regular meetings of the Board hereby is dispensed with.

Section 10. Special Meetings. Special meetings of the Board for any purpose or set of purposes may be called at any time by the Chairman of the Board, the Chief Executive Officer, the President, any Vice President, the Secretary or by any two (2) directors of the Corporation, or, if the Corporation has only one (1) director, then by such single director.

Special meetings of the Board shall be held upon four (4) days' written notice or forty eight (48) hours' notice given personally or by telephone, electronic mail, facsimile or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown on the records of the Corporation or as may have been given to the Corporation by the director for the purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors regularly are held.

Notice by mail shall be deemed to have been given when a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is delivered personally to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe promptly will communicate it to the recipient.

Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because such meeting is not lawfully called or convened.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board or a committee thereof may be taken without a meeting if all members of the Board or such committee individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board or committee and shall have the same force and effect as a unanimous vote of the Board or committee.

Section 12. Action at a Meeting: Quorum and Required Vote. Presence of a majority of the authorized number of directors at a meeting of the Board constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting as permitted in the immediately-preceding sentence hereof constitutes presence in person at such meeting. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by law, by the Articles of Incorporation or by these Bylaws. A meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of directors, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Validation of Defectively Called or Noticed Meetings. The transactions effected at any meeting of the Board, however called and noticed or wherever held, shall be as valid as if effected at a meeting duly held after regular call and notice if a quorum is present at such meeting and if either before or after such meeting all of the directors who are not present at such meeting or who, although present at such meeting, have before such meeting or at its commencement protested the lack of proper notice to such meeting sign a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes of such meeting. All such waivers, consents or approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

Section 14. Adjournment. A quorum of the directors may adjourn any directors' meeting to meet again at a stated day and hour; *provided, however,* that, in the absence of a quorum, a majority of the directors present at any directors' meeting, either regular or special, from time to time may adjourn such meeting until the time fixed for the next regular meeting of the Board.

Section 15. Notice of Adjournment. If a meeting is adjourned for more than twenty four (24) hours, notice of any adjournment to another time or place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given to

absent directors if the time and place of such adjourned meeting is fixed at the meeting adjourned.

Section 16. Organization. At every meeting of the directors, the Chairman of the Board, or, if a Chairman of the Board has not been appointed or is absent, the Chief Executive Officer, or, if the Chief Executive Officer is absent, the President, or, if the President is absent, the most senior Vice President, or, in the absence of any such officer, a chairman of the meeting chosen by a majority of the directors present shall preside over the meeting. The Secretary, or in his absence, an Assistant Secretary directed to do so by the President, shall act as secretary of the meeting.

Section 17. Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by resolution of the Board. Directors shall be entitled to such compensation for their services as may be approved by the Board, including, if so approved by resolution of the Board, a fixed sum and expenses of attendance, if any, for attendance at each regular or special meeting of the Board and at any meeting of a committee of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation therefore.

Section 18. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all of the Corporation's books, records and documents of every kind and to inspect physical properties of the Corporation and of its subsidiary corporations, if any, domestic and foreign. Such inspection by a director may be made in person or by agent or attorney, and such inspection rights include the right to copy and obtain extracts.

Section 19. Committees. The provisions of this **Section 19** are subject to the provisions of **Section 1** (Sixth) of this **Article III**.

(a) Executive Committee. The Board may, by resolution adopted by a majority of the authorized number of directors, designate and appoint an Executive Committee to consist of one or more members of the Board. The Executive Committee, to the extent permitted by law and provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, but no such committee shall have any power or authority in reference to (i) amending the Articles of Incorporation, (ii) authorizing the issuance of stock or other securities of the Corporation, (iii) adopting an agreement of merger or consolidation, (iv) recommending to the Stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets or (v) recommending to the Stockholders a dissolution of the Corporation or a revocation of a dissolution of the Corporation.

(b) Other Committees. The Board may, by resolution adopted by a majority of the authorized number of directors, from time to time designate and appoint such other committees as may be permitted by law. Such other committees designated and appointed by the Board shall consist of one or more members of the Board and shall have such powers and perform such duties as may be prescribed by the resolution or resolutions creating such

committees, but in no event shall any such committee have the powers denied to the Executive Committee in these Bylaws.

(c) Term. Each member of a committee of the Board shall serve a term on such committee coexistent with such member's term on the Board. The Board, subject to the forgoing paragraphs (a) and (b) of this **Section 19**, may at any time increase or decrease the number of members of a committee or terminate the existence of a committee. The membership of a committee member shall terminate on the date of his death or voluntary resignation from the committee or from the Board. The Board may at any time for any reason remove any individual committee member from such committee, and the Board may fill any committee vacancy created by death, resignation, removal or increase in the number of members of any committee. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee.

(d) Meetings. Unless the Board otherwise provides, regular meetings of the Executive Committee or any other committee designated and appointed pursuant to this **Section 19** shall be held at such times and places as are determined by the Board or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter. Special meetings of any such committee may be held at any place that has been determined from time to time by such committee and may be called by any director who is a member of such committee upon written notice to the members of such committee of the time and place of such special meeting given in the manner provided for the giving of written notice to members of the Board of the time and place of special meetings of the Board. Notice of any special meeting of any committee may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when such director attends such special meeting for the express purpose of objecting, at the beginning of such meeting, to the transaction of any business because such meeting is not lawfully called or convened. A majority of the authorized number of members of any committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of such committee. Minutes shall be kept of each meeting of each committee.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall be a Chairman of the Board (if and when appointed by the Board), a Chief Executive Officer (if and when appointed by the Board), a President, a Secretary and a Treasurer. The Corporation also may have, in the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as may be appointed in accordance with the provisions of **Section 3** of this **Article IV**.

Section 2. Appointment. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of **Section 3** or **Section 5** of this **Article IV**,

shall be appointed annually by the Board, and each such officer shall hold office until such officer resigns or is removed or otherwise is disqualified to serve, or until such officer's successor is appointed.

Section 3. Subordinate Officers. Etc. The Board may appoint, and may empower the Chief Executive Officer (if and when appointed by the Board) and/or the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board or to the Chief Executive Officer or the President or the Secretary of the Corporation, without prejudice, subject, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any such resignation shall take effect on the date of the Corporation's receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any officer may be removed from office at any time, either with or without cause, by the affirmative vote of a majority of the directors in office at the time, or by the unanimous written consent of the directors in office at the time, or by any committee or superior officer upon whom such power of removal may have been conferred by the Board (subject, in each case, to the rights, if any, of an officer under any contract of employment with the Corporation).

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 7. Chairman of the Board. The Board may appoint a Chairman of the Board. If the Board has appointed a Chairman of the Board, then the Chairman of the Board, when present, shall preside at all meetings of the Board and at all meetings of the Stockholders. The Chairman of the Board shall perform other duties commonly incident to his office and also shall perform such other duties and have such other powers as the Board may designate from time to time.

Section 8. Chief Executive Officer. The Board may appoint a Chief Executive Officer. If the Board has appointed a Chief Executive Officer, then the Chief Executive Officer, subject to the control of the Board and the committees of the Board, is the general manager of the Corporation, and shall have supervising authority over and may exercise general executive power concerning the supervision, direction and control of the business and affairs of the Corporation, with the authority from time to time to delegate to the President and other officers of the Corporation such executive powers and duties as the Chief Executive Officer may deem advisable. In the absence of a Chairman of the Board, the Chief Executive Officer (if and when appointed by the Board) shall preside at all meetings of the Board and at all meetings of the Stockholders.

Section 9. President. Subject to such supervisory powers, if any, as may be given by the Board to the Chief Executive Officer (if and when appointed by the Board), the President shall, subject to the control of the Board and the committees of the Board, have general supervision, direction and control of the business and affairs of the Corporation. In the absence of a Chairman of the Board and the Chief Executive Officer, the President shall preside at all meetings of the Board and at all meetings of the Stockholders. The President shall be ex officio a member of all the standing committees, including the Executive Committee, if any, shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board, the committees of the Board or these Bylaws.

Section 10. Vice Presidents. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board shall perform all the duties of the President and when so acting shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board, the committees of the Board or these Bylaws.

Section 11. Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of actions taken at all meetings of directors and at all meetings of the Stockholders, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at the Stockholders' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the Corporation's transfer agent a share register, or a duplicate share register, showing the names of the Stockholders and their addresses, the number and class of shares held by each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all of the meetings of the Stockholders and of the Board required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

The Secretary shall perform all other duties given to the Secretary in these Bylaws and other duties commonly incident to the Secretary's office and also shall perform such other duties and have such other powers as the Board may designate from time to time. The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform other duties commonly incident to an Assistant Secretary's office and also shall perform such other duties and have such other powers as the Board or the President shall designate from time to time.

Section 12. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. At all reasonable times the books of account shall be open to inspection by any director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all transactions effected by the Treasurer on behalf of the Corporation and of the financial condition of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board, the committees of the Board or these Bylaws.

ARTICLE V

Indemnification

Section 1. Right to Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**"), by reason of the fact that such person or a person for whom such person is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, manager or trustee of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action or inaction in an official capacity or in any other capacity while serving as a director or officer of the Corporation or at the request of the Corporation as a director, officer, manager or trustee of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the laws of the State of Nevada as the same exist or hereafter may be amended (but in the case of such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such laws permitted the Corporation to provide before such amendment) against and from all costs, charges, expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement and amounts expended in seeking indemnification granted to such person under applicable law, this **Article V** or any agreement with the Corporation) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation, or who has ceased to serve at the request of the Corporation as a director, officer, manager or trustee of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise, and shall inure to the benefit of such person's heirs, executors and administrators. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any Proceeding in advance of its final disposition; *provided, however*, that, if Nevada Revised Statutes, Chapter 78 so requires, the payment of such expenses

incurred by a director or officer in such person's capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it ultimately is determined by a court of competent jurisdiction that such director or officer is not entitled to be indemnified under this Section or otherwise. The rights set forth herein shall not be *exclusive of other rights to which any director, officer or other person may be entitled as a matter of law*. The Corporation may, by action of the Board, provide indemnification to employees and agents of the Corporation, and to persons who are serving or did serve at the request of the Corporation as an employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise, with the same scope and effect as provided to the directors and officers of the Corporation pursuant to the foregoing provisions of this **Section 1**.

Section 2. Right of Claimant to Bring Suit. If a claim under **Section 1** of this **Article V** is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, then at any time thereafter the claimant may bring suit against the Corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that a claimant has failed to meet a standard of conduct that makes it permissible under Nevada law for the Corporation to indemnify *such claimant for the amount claimed. Neither the failure of the Corporation (including its Board, independent legal counsel or the Stockholders) to have made a determination before the commencement of such action that the indemnification of a claimant is permissible in the circumstances because such person has met such standard of conduct nor any actual determination by the Corporation (including the Board, independent legal counsel or the Stockholders) that the claimant has not met such standard of conduct shall be a defense to such action or create a presumption that such claimant has failed to meet such standard of conduct.*

Section 3. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this **Article V** shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or these Bylaws, agreement, vote of the Stockholders or disinterested directors or otherwise.

Section 4. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any current or past director, officer, employee or agent of the Corporation, and/or any current or past director, officer, manager, trustee, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise, against any cost, charge, expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such cost, charge, expense, liability or loss under Nevada law.

Section 5. Expenses as a Witness. To the extent that any person who is or was a director, officer, employee or agent of the Corporation is by reason of having or having had such position, or that any person who is or was serving at the request of the Corporation as a director, officer, manager, trustee, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise is by reason of having or having had such position, a witness in any action, suit or proceeding, such person shall be indemnified against all costs and expenses actually and reasonably incurred by such person or on such person's behalf in connection therewith.

Section 6. Indemnity Agreements. From time to time the Corporation may enter into indemnity agreements with the persons who are members of the Board, and with such officers, employees and agents as the Board may designate, such indemnity agreements to provide in substance that the Corporation shall indemnify such persons to the full extent contemplated by this **Article V**.

Section 7. Severability. If any provision or any portion thereof of this **Article V** of these Bylaws is invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each person intended to be indemnified under this **Article V** to the fullest extent not prohibited by any applicable provision or portion thereof of this **Article V** that has not been so invalidated or by any applicable law.

Section 8. Effect of Amendment. Any amendment, modification or repeal of any provision of this **Article V** by the Stockholders and/or the directors of the Corporation shall not adversely affect any right or protection of any director, officer, employee or agent of the Corporation, or any person who is or was serving at the request of the Corporation as a director, officer, manager, trustee, employee or agent of another corporation or of a partnership, limited liability company, joint venture, trust or other enterprise, existing at the time of such amendment, modification or repeal.

ARTICLE VI

Miscellaneous

Section 1. Record Date. The Board may fix a time in the future as a record date for the determination of the Stockholders entitled to notice of and to vote at any meeting of the Stockholders or entitled to give consent to Corporate action in writing without a meeting, to receive any report, to receive any dividend or distribution or any allotment of rights or to exercise rights with respect to any change, conversion or exchange of shares. The record date so fixed shall not be more than sixty (60) days before the date of any meeting or before the date of any other event for which the record date is fixed. When a record date for a meeting is so fixed, only Stockholders of record on that date are entitled to notice of and to vote at such meeting, notwithstanding any transfer of shares on the books of the Corporation after such record date, except as otherwise provided in the Articles of Incorporation or in these Bylaws.

Section 2. Dividends. Subject to the provisions of the Articles of Incorporation, dividends on the capital stock of the Corporation may be declared by the Board at any regular or special meeting of the Board, pursuant to law, and may be paid in cash, in property or in shares of capital stock.

Before the payment of any dividend, the Board may set aside out of any funds of the Corporation available for dividends such sums as the Board from time to time in the Board's absolute discretion thinks proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation or for such other purpose as the Board determines to be in the best interests of the Corporation, and the Board may modify or abolish any such reserve in the manner in which it was created.

Section 3. Inspection of Corporate Records. The books of account and all financial records of the Corporation and any subsidiary of the Corporation shall be open to inspection upon at least five (5) days' written demand by any current Stockholder or holder of a voting trust certificate of not less than fifteen percent (15%) of all of the issued and outstanding shares of the Corporation; *provided, however*, that such inspection may be refused any Stockholder who refuses to furnish the Corporation with an affidavit that such inspection is not desired for any purpose not related to such Stockholder's interest in the Corporation as a Stockholder. Such inspection by a Stockholder or holder of a voting trust certificate may be made in person or by agent or attorney, and such right of inspection includes the rights to copy and to conduct an audit of such records. All costs of making copies or conducting an audit shall be borne by the person exercising such rights.

A Stockholder who has been a Stockholder of record for at least six (6) months before making such demand or a Stockholder or Stockholders holding at least five (5%) percent in the aggregate of the outstanding shares of the Corporation shall have (in person or by agent or attorney) the right to inspect and copy the record of Stockholders' names and addresses and stockholdings during usual business hours upon five (5) days' prior written demand upon the Corporation and to obtain from the transfer agent of the Corporation, upon written demand, a list of the Stockholders' names and addresses who are entitled to vote for the election of directors, and their stockholdings, as of the most recent record date for which such list of Stockholders has been compiled or as of a date specified by such demanding Stockholder or Stockholders after the date on which such Stockholder or Stockholders make such demand. Such list shall be made available on or before the later of five (5) business days after such demand is received or the date specified therein as the date as of which such list is to be compiled.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable by the Corporation shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board.

Section 5. Annual Report to Stockholders. In the discretion of the Board, annual or other periodic reports may be issued to the Stockholders.

Section 6. Contracts, Etc.; How Executed. Except as provided otherwise in these Bylaws, the Board may authorize any officer to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge the Corporation's credit or to render the Corporation liable for any purpose or for any amount.

Section 7. Certificates for Shares. Every holder of shares in the Corporation shall be entitled to have a certificate signed in the name of the Corporation by the President or Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or any Assistant Secretary of the Corporation, certifying the number of shares and the class or series of shares owned by such Stockholder. Any of the signatures on the certificate may be facsimile, provided that in such event at least one signature, including that of either officer or the Corporation's registrar or transfer agent, if any, shall be signed manually. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed on a certificate ceases to be such officer, transfer agent or registrar before such certificate is issued, such certificate nevertheless may be issued by the Corporation with the same effect as if such person were an officer, transfer agent or registrar on the date of issuance.

Any such certificate also shall contain such legends or other statements as may be required by applicable federal and state securities laws and by any agreement between the Corporation and the issuer thereof.

Certificates for shares may be issued before full payment under such restrictions and for such purposes as the Board or these Bylaws may provide; *provided, however*, that any such certificate so issued before full payment shall state on its face the amount remaining unpaid and the terms of payment thereof.

No new certificate for shares shall be issued in lieu of an old certificate unless the latter is surrendered and canceled at the same time; *provided, however*, that a new certificate shall be issued without the surrender and cancellation of the old certificate if (a) the old certificate is lost, apparently destroyed or wrongfully taken; (b) the request for the issuance of the new certificate is made within a reasonable time after the owner of the old certificate has notice of its loss, destruction or theft; (c) the request for the issuance of a new certificate is made before the receipt of notice by the Corporation that the old certificate has been acquired by a bona fide purchaser; (d) the owner of the old certificate files a sufficient indemnity bond with or provides other adequate security to the Corporation; and (e) the owner of the old certificate satisfies any other reasonable requirement imposed by the Corporation. In the event of the issuance of a new certificate, the rights and liabilities of the Corporation and of the holders of the old and new certificates shall be governed by the provisions of the Uniform Commercial Code of Nevada.

Section 8. Corporate Seal. It shall not be necessary to the validity of any instrument executed by any authorized officer or officers of the Corporation that the execution of such instrument be evidenced by the Corporate seal, and all documents, instruments, contracts

and writings of all kinds signed on behalf of the Corporation by any authorized officer or officers of the Corporation shall be as effectual and binding on the Corporation without the Corporate seal as if the execution of the same had been evidenced by affixing the Corporate seal thereto. The Board may give general authority to any officer to affix the seal of the Corporation and to attest to such affixing by signature.

Section 9. Representation of Shares of Stock or Other Securities of Other Corporations and Entities. The Chief Executive Officer, the President or any Vice President of the Corporation are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to all shares of stock or other securities of other corporations and entities standing in the name of the Corporation. The authority herein granted to the officers of the Corporation to vote or represent on behalf of the Corporation all shares of stock or other securities held by the Corporation in other corporations and entities may be exercised either by such officers in person or by any other person authorized to do so by proxy or power of attorney duly executed by such officers.

Section 10. Inspection of Bylaws. The Corporation shall keep in its principal executive office in Nevada, or, if its principal executive office is not in Nevada, then at its registered office in Nevada (or otherwise provide upon the Corporation's receipt of a written request for the same from any Stockholder), the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Stockholders at all reasonable times during office hours.

Section 11. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Nevada Revised Statutes, Chapter 78 shall govern the construction of these Bylaws.

ARTICLE VII

Board of Advisors

The Board, in its discretion, may establish a Board of Advisors consisting of individuals who may or may not be Stockholders or directors of the Corporation. The purpose of the Board of Advisors would be to advise the directors and officers of the Corporation with respect to such matters as such directors and officers shall choose and any and all other matters that the members of such Board of Advisors deem appropriate in furtherance of the best interests of the Corporation. The Board of Advisors shall meet on such basis as the members thereof may determine. The Board may eliminate the Board of Advisors at any time. No member of the Board of Advisors, nor the Board of Advisors itself, shall have any authority within the Corporation or any decision-making power and shall be merely advisory in nature. Unless the Board determines another method of appointment, the President shall recommend to the Board possible members of the Board of Advisors, and the Board shall approve or reject such appointments.

ARTICLE VIII

Amendments

Section 1. Power of Stockholders. New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the outstanding shares entitled to vote or by the written consent of Stockholders entitled to vote such shares, except as otherwise provided by law or by the Articles of Incorporation.

Section 2. Power of Directors. Subject to the right of Stockholders as provided in **Section 1** of this **Article VIII** to adopt, amend or repeal Bylaws, Bylaws may be adopted, amended or repealed by the Board.

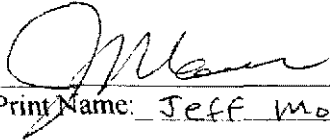
CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

1. That I am the duly elected and acting Secretary of PowerOne Corporation, a Nevada corporation (the "**Corporation**"); and

2. That the foregoing bylaws, comprising twenty-two (22) pages, constitute the bylaws of the Corporation as duly adopted by the directors of the Corporation by written consent dated March 3, 2013.

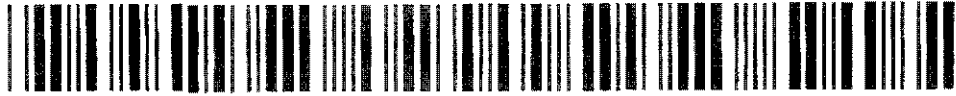
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation on June 7, 2013.



Print Name: Jeff Moses

EXHIBIT A-18
Secretary of State

See Attached.



DATE:	DOCUMENT ID	DESCRIPTION	FILE NO	EXPIR	PENALTY	DEBIT	COPY
10-17-2013	201328901306	FOREIGN LICENSE FOR PROFIT	12539	00	.00	.00	00

Receipt

This is not a bill. Please do not make payment.

POWERONE CORPORATION
770 N LASALLE ST
SUITE 600
CHICAGO IL 60654

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

2237807

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

POWERONE CORPORATION

and that said business records show the filing and recording of:

Document(s)

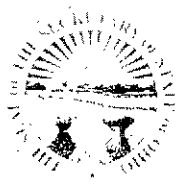
FOREIGN LICENSE/FOR-PROFIT

Document No(s):

201328901306

Effective Date: 10/11/2013

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 17th day of October, A.D.
2013.

Jon Husted

Ohio Secretary of State

EXHIBIT B-1

Jurisdictions of Operation

Illinois

Ohio – Electric

EXHIBIT B-2

Experience & Plans

Management of the Company has extensive experience in sales and marketing in deregulated energy markets in nine states, helping convert more than 200,000 residential and commercial electricity customers from existing utilities over to new market entrants with prior other enterprises. Management of the Company has successfully conducted sales campaigns utilizing call centers, door-to-door canvassing, direct mail, radio and television commercials, billboards, seminars and trade shows. The Company's Management team has existing agreements with twenty-one REPs for whom it has been providing comprehensive customer acquisition services from marketing and call center operations in Illinois, Michigan and California. The process of securing similar agreements on behalf of the Company is underway. These operations will serve as the base from which the Company intends to grow its business.

EXHIBIT B-3

Summary of Experience

The Company's management team has extensive experience in all aspects of customer acquisition related to choice of energy provider, including in the territories that the Company has identified as its target markets. Working as aggregators and outside sales agencies for other REPs and for its own companies, management's enterprises have collectively signed up more than 100,000 customers in the last two years and more than 250,000 customers since 2007. As the customers who were assigned to other REPs reach the end of their contract with their current supplier, the Company will begin converting them to the Company's energy programs. Customers were prepped at the time of their conversion that agents would contact them to provide their options based on market conditions at the time. The Company will provide programs with prices and terms designed to successfully convert a high percentage of customers to its service. Many of the 250,000 existing energy buyers have been converted several times already as their one- and two-year terms previously expired.

EXHIBIT B-4

Disclosure of Liabilities and Investigations

N/A

EXHIBIT C-1
ANNUAL REPORTS

N/A: New company.

EXHIBIT C-2

SEC Filings

Not required to file with the SEC because Applicant is not a publicly held company.

EXHIBIT C-3
Financial Statements

N/A: New company.

EXHIBIT C-4

Financial Arrangements

N/A: As an Energy Broker, Applicant does not take title to power, but instead just connects end energy consumers with suppliers to save them money through supplier agreements that applicant has established.

EXHIBIT C-5

Forecasted Financial Statements

		Year 1	Year 2
	ASSUMPTIONS	Total	Total
# of Deregulated States	9.0		
# of Offices per Deregulated State	2.0		
Total # of Offices	18.0		
# of New Sales		80,640	168,480
Active Sales that are Paying Commissions		-	294,840
Company Commissions Received**		6,273,200	26,114,400
Contract Renewal Commissions		-	-
		6,273,200	26,114,400
Cost of Sales		1,254,640	5,222,880
		5,018,560	20,891,520

**Forecasts are only estimates made by Management of Company based on past experience and are subject to change.

EXHIBIT C-6

Credit Rating

N/A: New company.

EXHIBIT C-7

Credit Report

N/A: New company.

EXHIBIT C-8

Bankruptcy Information

N/A

EXHIBIT C-9

Merger Information

N/A

Exhibit D-1 “Operations”

Company operates as an energy broker in by negotiating favorable supply agreements with the most competitive suppliers in the are.

Exhibit D-2 “Operations Expertise”

The Company’s management has demonstrated expertise in the areas of retail energy marketing, business management, Customer acquisition, call center management, customer service and sales of energy related products. The Company plans to leverage this expertise to build a large customer base in key territories where it believes significant profit opportunities currently exist and in new markets that meet its expansion profiles when they present themselves. Management believes it is in the best interest of the shareholders to utilize its core strengths to acquire a large customer base in the initial phase of the implementation of its business plan, while outsourcing the balance of duties to established service providers. By focusing on creating brand awareness, marketing its products and services and signing up new customers, the Company seeks to reach critical mass quickly, allowing it to use that buying power to secure long term, low cost power supplies, creating larger, more secure profit margins. Once this has been achieved, either through acquisitions or internal development, the Company may bring all power purchasing, delivery and billing functions in house, potentially widening its profit margins.

Exhibit D-3 Key Technical Personnel

Rami Fawaz ("Fawaz")
Chief Operating Officer and Director
P: (312) 224-2765
E: r.fawaz@powerlco.com

TECHNICAL COMPETENCE:

- Fawaz has had more than 12 years of experience in the electricity deregulation industry.
- Fawaz has been a Managing Partner and Chief Operating Officer of Energy International Power Marketing Corporation ("EIPM") operating for over 12 years in the Michigan Deregulation market.
- Fawaz gained technical competence in the retail energy industry by working with EIPM for 12 years specializing in Energy Sales in which he cultivated several key relationships including those with Shell, British Petroleum and Energy International Corporation, a leading manufacturer of electromechanical controls for aviation, parking and transportation systems, where he served as Executive Vice President, responsible for the management of its Renewable Energy Division.
- Fawaz developed relationships and negotiated contracts with Michigan energy suppliers.

MANAGERIAL COMPETENCE:

- Fawaz has had more than 12 years owner experience with EIPM and other Companies.
- Fawaz handles day to day operational requirements for contract quotes, pricing and processing for all retail energy quotes and contracts for EIPM and his independent sales brokers.
- Fawaz set up the company operational procedures and trained team leaders to enforce the procedures.
- Recruited, mentored and trained independent sales brokers and sales teams.
- Monitored record retention of all sales materials, customer authorizations, quotes, contracts, and commissions' payable as well as caused required records to be maintained by operations staff.