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* Not Admitted in Florida

November 13, 1997

Secretary of State
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment and Restatement for
Third Amended and Restated Articles of
Incorporation of SimCom International, Inc.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the
Articles of Amendment and Restatement for Third Amended and
Restated Articles of Incorporation of SimCom International, Inc.
("Articles"), together with a check in the amount of \$35.00 to
cover the fee for the filing of such Articles. Please file the
original Articles and date stamp the copy with the date on which
such Articles are filed and return the stamped Articles to me in
the enclosed self-addressed stamped envelope.

If you have any questions, please call me. Thank you.

Sincerely yours,


Douglas E. Starcher

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Encs.

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11/17/97-01042-002

*****35.00 *****35.00

FILED
97 NOV 17 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT
FOR THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SIMCOM INTERNATIONAL, INC.

FILED
97 NOV 17 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of SIMCOM INTERNATIONAL, INC., a Florida corporation (the "Corporation"), desiring to amend and restate in their entirety the Articles of Incorporation of the Corporation pursuant to Section 607.1007 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is SIMCOM INTERNATIONAL, INC.
2. The Articles of Incorporation are amended as reflected by the Third Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto as Exhibit A.
3. The amendment to the Articles of Incorporation of the Corporation was approved by written consent of the shareholders and directors on November 11, 1997.
4. The Amendment was approved by the vote of the holders of a number of shares of common stock and the holders of a number of shares of preferred stock sufficient to approve such amendment.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 11 day of November, 1997.



Walter W. David, President

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

SIMCOM INTERNATIONAL, INC.

ARTICLE I. - NAME

The name of this Corporation shall be:

SIMCOM INTERNATIONAL, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in the design, manufacture and marketing of aircraft flight simulation systems and related equipment. In addition, this Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III - Capital Stock

The total number of shares of all classes of stock which this Corporation shall have authority to issue is 10,000,000 shares, consisting of 7,000,000 shares of common stock having a par value of \$.01 per share (the "Common Stock") and 3,000,000 shares of preferred stock having a par value of \$.01 per share (the "Preferred Stock").

The following is a description of each class and series within classes of capital stock of the Corporation and a statement of the preferences, qualifications, privileges, limitations, restrictions, and other special or relative rights granted to or imposed upon the shares of each class and series.

Common Stock.

Subject to the rights of the Preferred Stock and, except as otherwise provided by the laws of the State of Florida, the holders of record of shares of Common Stock shall share ratably in all dividends and other distributions, whether in respect of a liquidation or dissolution (voluntary or involuntary) or otherwise, and shall be entitled to one vote per share of Common Stock held with respect to all matters to be voted on by the stockholders of the Corporation.

Preferred Stock.

(a) Series. The Preferred Stock shall consist of Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, which shall have the respective rights and privileges described herein.

(b) Voting. All Preferred Stock shall be non-voting and the holders thereof shall not be entitled to vote on any issue, except as hereafter provided.

As long as shares of Preferred Stock are outstanding, the Corporation shall not create or authorize any class or series of shares of capital stock ranking prior to or on a parity with any Series of Preferred Stock in respect of dividends or distribution of assets on liquidation, dissolution, or winding up of the Corporation, and the Corporation shall not authorize, effect, or validate any amendment or modification of these Articles of Incorporation (including, without limitation, by merger or consolidation with another corporation) or the Bylaws of the Corporation in a manner that alters or changes the powers, preferences, or rights (including, but not limited to, any liquidation, dividend, conversion, redemption, or voting rights) of the holders of any Series of Preferred Stock without, in any such case, the consent of the holders of at least seventy percent (70%) of the number of then outstanding shares of Preferred Stock in each Series so affected, at a meeting called for that purpose, or by written consent signed by the holders of such a percentage of then outstanding shares of each affected Series of Preferred Stock.

(c) Dividends.

(i) Subject to the rights of the Series B Preferred Stock, the holders of record of shares of Series A Preferred Stock shall be entitled to receive, out of assets at the time legally available therefore, cumulative annual dividends, payable quarterly on the last day of the quarter, commencing with March 31, 1991, cumulative from January 1, 1990, at the rate of \$.12 per annum per share. Such dividends are prior and in preference to any declaration or payment of dividends on the Common Stock and the Series C Preferred Stock of the Corporation. Series A Preferred Stock dividends shall be cumulative, whether or not there shall be profits or surplus available for the payment thereof.

(ii) Subject to the rights of the Series A Preferred Stock and the Series B Preferred Stock, the holders of record of shares of Series C Preferred Stock shall be entitled to receive, out of assets at the time legally available therefore, cumulative annual dividends, at the rate of \$4.87 per annum per share. Series C Preferred Stock dividends are prior and in preference to any declaration or payment of dividends on the Common Stock of the Corporation. Series C Preferred Stock dividends shall be cumulative, whether or not there shall be profits or surplus available for the payment thereof. The Board of Directors shall have exclusive discretion over the timing and amount of any dividend declarations and payments to the holders of Series C Preferred Stock.

(iii) The holders of record of Series B Preferred Stock shall be entitled to receive, out of assets at the time legally available therefore, for each share of Series B

Preferred Stock owned, cumulative annual dividends, payable as described below, cumulative from the date such shares are purchased from the Corporation, in an amount equal to the greater of (1) ten percent (10%) of the per share purchase price at which such shares were originally purchased from the Corporation or (2) sixteen and one half percent (16.5%) of the gross annual revenues generated that year by the Corporation from the operation by the Corporation of the Cessna Citation I/II Simulator, Serial No. SS 550-0096, divided by 18,000; provided, however, that the aggregate amount of the cumulative dividend payable to all holders of Series B Preferred Stock in any year (including unpaid dividends accrued from previous years) shall not exceed thirty-three percent (33%) of the gross revenues generated by the Corporation from the operation of the Cessna Citation I/II Simulator, Serial Number SS 550-0096 for such year. Series B Preferred Stock dividends shall be paid on a quarterly basis, on the last day of the calendar quarter, for the first three quarters, and within 75 days after the calendar year end, for the last quarter, with payment beginning at the conclusion of the first full calendar quarter of operation of the Cessna Citation I/II simulator, Serial No. SS 550-0096. Dividend payment for each of the first three calendar quarters shall be made in accordance with subparagraph (1) above; provided, however, that the Corporation may, at its option, pay less than the amount accrued that quarter if the Corporation believes, in its exclusive discretion, that annual simulator revenues, as described above, will not be sufficient to pay the annual dividend required by subparagraph (1) above. Unpaid dividends accrued from previous years shall be paid with the year end payment to the extent annual simulator revenues, as described above, permit. Series B Preferred Stock dividends shall be cumulative, whether or not there shall be profits or surplus available for the payment thereof; provided, however, that cumulative dividends shall not be paid, except to the extent annual simulator revenue levels, as described above, are sufficient.

(iv) All dividend distributions shall be made in the following priority and preference:

(1) To the holders of Series B Preferred Stock to the extent distributions are permitted pursuant to the terms of section (c)(iii) above, or until all accrued dividends are paid in full.

(2) To the holders of Series A Preferred Stock until all accrued dividends payable thereon are paid in full.

(3) To the holders of Series C Preferred Stock until all accrued dividends payable thereon are paid in full.

(4) To the holders of Common Stock.

It is contemplated that dividends could be paid to the holders of Series A Preferred Stock, then to the holders of Series C Preferred Stock, and then to the holders of Common Stock even though accrued Series B Preferred Stock dividends remain outstanding, if, on the date of such dividend payment, dividends were first paid to the holders of Series B Preferred Stock to the extent permitted by the terms of section (c)(iii) above.

(d) Redemption.

(i) Redemption by the Corporation. The Corporation, at its option, may redeem or purchase, at any time and from time to time after issuance, with respect to Series A Preferred Stock and Series C Preferred Stock, and after January 1, 2001, with respect to Series B Preferred Stock, all or part of the outstanding shares of Preferred Stock, such redemption to occur on such date as the Board of Directors shall fix by written notice to the holders of record of the applicable Series of Preferred Stock, not less than thirty (30) or more than sixty (60) days before such date. Unless the Corporation shall fail to pay the appropriate Redemption Price of the shares presented for redemption in accordance with such notice, all shares of Preferred Stock called for redemption shall be deemed to have been redeemed on the date specified in such notice, whether or not the certificates for said shares shall be surrendered for redemption and cancellation. The Corporation may, for redemption purposes, treat Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock separately and may redeem all or part of any or all of Series A Preferred Stock, Series B Preferred Stock, or Series C Preferred Stock. If less than all of the outstanding shares of Preferred Stock of either Series are to be redeemed, then the Corporation shall redeem a pro rata number of shares (within the Series being redeemed) from each holder of Preferred Stock according to the respective number of shares of Preferred Stock of such Series held by such holder.

(ii) Redemption Price.

(1) The redemption price for each share of Series A Preferred Stock to be redeemed pursuant to subsection (i) shall be an amount equal to \$1.00 per share, plus the amount of all accrued and unpaid dividends thereon, whether declared or not, to and including the date fixed for redemption (such total amount being the "Redemption Price").

(2) The redemption price for each share of Series B Preferred Stock to be redeemed pursuant to subsection (i) above, shall be an amount equal to the purchase price originally paid to the Corporation for such shares, plus the amount of all accrued but unpaid dividends thereon (as limited by the provisions of (c)(iii) above relating to the maximum dividend amount payable in any year), whether declared or not, to and including the date fixed for redemption (such total amount being the "Redemption Price").

(3) The redemption price for each share of Series C Preferred Stock to be redeemed pursuant to subsection (i) shall be an amount equal to \$60.85 per share, plus the amount of accrued and unpaid dividends thereon, whether declared or not, to and including the date fixed for redemption (such total amount being the "Redemption Price").

(iii) Redemption Procedures. Shares of Preferred Stock which are redeemed shall be canceled or retired and no shares shall be issued in place thereof. The Redemption Price provided for herein, shall be equitably adjusted to reflect any stock dividend, combination or split-up with respect to the Preferred Stock.

(e) Liquidation. Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, net assets available for distribution to the Corporation's stockholders shall be distributed as follows:

(i) First, the holders of Series B Preferred Stock shall be paid an amount equal to the price originally paid to the Corporation for such shares, plus a sum equal to all accrued and unpaid dividends (as limited by the provisions of Section (c)(iii) above relating to the maximum dividend amount payable in any year), whether or not earned or declared, through the date of such final distribution (the "Liquidation Entitlement"); provided, however, that the maximum amount to be distributed to all holders of Series B Preferred Stock under this subsection (e)(i) shall be an amount equal to the proceeds received from the liquidation of the Cessna Citation I/II Simulator, Serial No. SS 550-0096.

(ii) Second,

(1) the holders of the Series A Preferred Stock shall be paid an amount equal to \$1.00 per share, plus a sum equal to all dividends (whether or not earned or declared) on such shares accrued and unpaid thereon to the date of such final distribution to the holders of the Series A Preferred Stock;

(2) the holders of the Series C Preferred Stock shall be paid an amount equal to \$60.85 per share, plus a sum equal to all dividends (whether or not earned or declared) on such shares accrued and unpaid thereon to the date of such final distribution to the holders of the Series C Preferred Stock; and

(3) the holders of the Series B Preferred Stock shall be paid the unpaid balance of their Liquidation Entitlement.

(iii) Thereafter, the remaining net assets of the Corporation shall be distributed, pro rata, to the holders of the Common Stock.

If upon any dissolution, liquidation, or winding up of the Corporation, the proceeds received from liquidation of the Cessna Citation I/II Simulator, Serial No. SS 550-0096 or the net assets available for distribution to the Corporation's stockholders shall be insufficient to permit payment to the holders of the Preferred Stock of the respective amounts distributable in clause (i) or in clause (ii) of the preceding sentence, the entire proceeds or assets of the Corporation to be so distributed pursuant to such clause, as the case may be, shall be distributed ratably to the holders named in such clause, based on the liquidation amount owed to each such holder. Written notice of such liquidation, dissolution, or winding up, setting a payment date, the amount of the payment to holders of the Corporation's stock, and the place where said amount shall be payable shall be given not less than thirty (30) days prior to the payment date stated therein, to each holder of record of such stock. A consolidation, merger, sale of assets or the reduction of capital stock of the Corporation shall not be deemed to be a liquidation, dissolution, or winding up of the Corporation within the meaning of this paragraph. The liquidation preference provided for herein with respect to the Preferred Stock shall be equitably adjusted to reflect any stock dividend, combination, or subdivision with respect to the Preferred Stock.

(f) Sale or Destruction of Cessna Citation Simulator. The sale (other than on liquidation, dissolution, or winding up of the Corporation) or destruction of the Cessna Citation I/II Simulator Serial No. SS 550-0096 shall, with respect to the Series B Preferred Stock, be deemed a liquidation or partial liquidation, as described below, and shall be governed by the provisions of Section (e)(i) above; provided, however, that if following the destruction of the Cessna Citation I/II Simulator, Serial No. SS 550-0096 the Corporation desires to use insurance proceeds to rebuild or replace such simulator with another Cessna Citation I/II Simulator, such destruction shall not be deemed a liquidation or partial liquidation hereunder and the provisions of these Articles relating to the Cessna Citation I/II Simulator, Serial No. SS 550-0096 shall then apply to the new simulator. If the Corporation will not repair or replace the destroyed simulator, then the proceeds (from the sale or insurance) received by the Corporation as a result of such sale or destruction shall be deemed to be revenues generated by the Corporation from the operation of the Cessna Citation I/II Simulator, Serial No. SS 550-0096 solely for purposes of calculating the maximum amount of accrued dividends payable in any year, as described in the proviso of subsection (c)(iii) above. In the event the proceeds received as a result of such sale or destruction are sufficient to allow payment of all amounts due under section (e)(i) above to all holders of Serial B Preferred Stock, such payment shall be deemed a liquidation of Series B Preferred Stock and all outstanding shares of Series B Preferred Stock shall be cancelled. In the event the proceeds received as a result of such sale or destruction are not sufficient to allow payment of all amounts due under section (e)(i) above to all holders of Series B Preferred Stock, such payment shall be deemed a partial liquidation and shares of Series B Preferred Stock shall be cancelled, on a pro rated basis, to the extent of the actual payment made. In the case of a partial liquidation, payments made under section (e)(i) above shall be applied first to accrued and unpaid dividends (as limited by the provisions of Section (c)(ii) above relating to the maximum dividend amount payable in any year) and then to repay the original purchase price paid for shares of Series B Preferred Stock. Shares of Series B Preferred Stock remaining outstanding following a partial redemption shall continue to have the rights and preferences described herein.

(g) Forced Redemption.

(i) Any time and from time to time after January 1, 2003, the holders of Series B Preferred Stock shall each have the option to sell to the Corporation, and the Corporation shall purchase, any or all of the shares of Series B Preferred Stock owned by such holders. The option to resell Series B Preferred Stock shall be exercised by providing to the Corporation at least six (6) months' advance notice of the date on which the resale shall occur, which date may be accelerated at the exclusive option of the Corporation. The per share purchase price to be paid by the Corporation for the shares being repurchased shall be the original price paid to the Corporation for such shares, exclusive of any accrued and unpaid dividends. The repurchase of shares described herein shall be limited as provided by statute, these articles of incorporation, or the Corporation's bylaws.

(ii) Any time and from time to time on or after January 1, 2002, the holders of Series C Preferred Stock shall each have the option to sell to the Corporation, and the Corporation shall purchase, any or all of the shares of Series C Preferred Stock owned by such holders. The option to resell Series C Preferred Stock shall be exercised by providing to the Corporation at least three (3) months advance notice of the date on which the resale shall

occur, which date may be accelerated at the exclusive option of the Corporation. The per share purchase price to be paid by the Corporation for the shares being repurchased shall be \$60.85, plus the amount of accrued and unpaid dividends thereon, whether declared or not, to and including the date of the resale.

(h) Conversion. At any time and from time to time prior to January 1, 2001, with respect to Series B Preferred Stock, and prior to January 1, 2002, with respect to Series C Preferred Stock, and between the date of receipt of a redemption notice from SimCom and the date of redemption, whenever occurring, with respect to both Series B Preferred Stock and Series C Preferred Stock, the holders of Series B Preferred Stock and Series C Preferred Stock, as the case may be, shall have the option to convert, with no additional cash payment required, any or all of the shares of Series B Preferred Stock or Series C Preferred Stock owned by them into shares of Common Stock of the Corporation, on a one-share-for-one-share basis. The option to convert shares of Series B Preferred Stock or Series C Preferred Stock to Common Stock shall be exercised by providing written notice of such conversion, including the number of shares to be converted, to the Corporation. The conversion shall be deemed to occur on the date such notice is received by the Corporation. Upon conversion, the Corporation's obligation to pay accrued dividends shall terminate and such holder shall have no further right or claim to such dividends. All rights of conversion described therein with respect to the holders of Series C Preferred Stock shall terminate upon consummation of the sale by the Corporation of all or substantially all of its assets or the consummation of a public offering of the Corporation's Common Stock. SimCom will, unless prohibited by contract, provide each holder of Series C Preferred Stock at least fifteen (15) days notice of an event which will terminate the conversion rights of a Series C Preferred Stock holder.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Directors

- A. The number of Directors of this Corporation shall be one or more.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IV - Indemnification

The Corporation shall indemnify to the maximum extent permitted by Florida law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer or employee of the Corporation.

ARTICLE VII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any Bylaws adopted by the Directors which are inconsistent with any Bylaws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders.