



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 8, 2001

6168-456-5

HUNTER COMMUNICATIONS LAW GROUP
ATTN: CATHERINE M. HANNAN
1620 I ST NW STE 701
WASHINGTON, DC 20006

RE BRIDGECOM INTERNATIONAL, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

OFFICIAL FILE

ILL. C. C. DOCKET NO. 01-0419
Applicants
Date-Filed EMBL No. 2
Whereas
Date 7-3-01 Reporter CB

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF BRIDGECOM INTERNATIONAL, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 8TH day of JUNE A.D. 2001 and of the Independence of the United States the two hundred and 25TH



Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State
FILED
JUN - 8 2001
JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State
Date 6-8-01
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: \$ 100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: BridgeCom International, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: June 26, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 116 Radio Circle, Suite 300
Mount Kisco, NY 10549

(b) Address of principal office in Illinois:
(If none, so state) None

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent National Registered Agents, Inc.

	<u>National</u>	<u>Registered</u>	<u>Agents, Inc.</u>
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>208</u>	<u>South LaSalle Street</u>	<u>Suite 1855</u>
	<i>Number</i>	<i>Street</i>	<i>Suite #</i>
	<u>Chicago</u>	<u>60604</u>	<u>Cook</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>Please see attached Addendum.</u>			
Secretary	_____			
Director	_____			
Director	_____			
Director	_____			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

Telecommunications service provider

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Preferred		\$0.01	1,000,000	0
Common		\$0.01	3,000,000	10

9. Paid-in Capital: \$ 1,000
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 7,500,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$20,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000

11. Interrogatories: (Important – this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: BridgeCom International, Inc. 116 Radio Circle
 (b) Number of shares of all classes owned by residents of Illinois: 0 Suite 300
 (c) Number of shares of all classes owned by non-residents of Illinois: 10 Mount Kisco, NY
 (d) Is the corporation transacting business in this state at this time? No 10549
 (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: n/a

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK.**)

Dated April 5, 2001
 (Month & Day) (Year)

attested by [Signature]
 (Signature of Secretary or Assistant Secretary)
 Michael Weprin, Secretary
 (Type or Print Name and Title)

by [Signature]
 (Signature of President or Vice President)
 Michael Weprin, President
 (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**ADDENDUM TO FILING
OF
BRIDGECOM INTERNATIONAL, INC.**

OFFICERS:

President	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514
Vice President	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514
Secretary	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514
Treasurer	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514

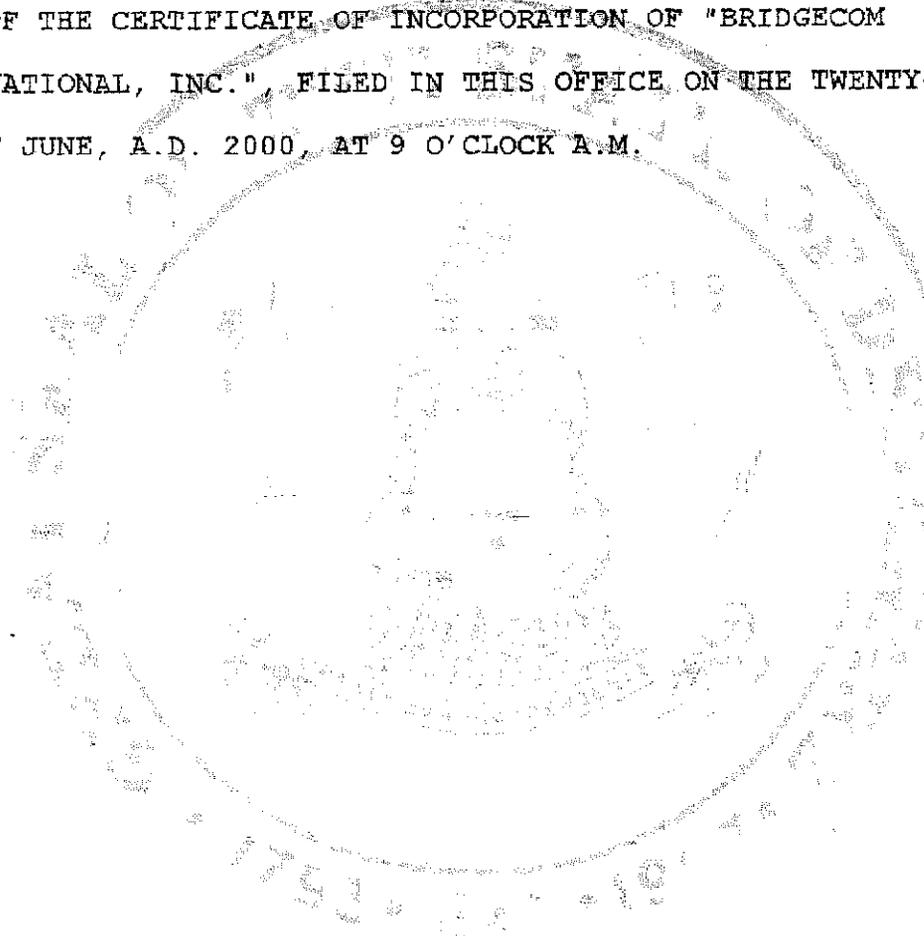
DIRECTORS:

Director	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514
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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BRIDGECOM INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3251126 8100

AUTHENTICATION: 1053396

010150874

DATE: 03-29-01

hunter communications law group

VIA OVERNIGHT COURIER

June 22, 2001

Ms. Donna Caton, Chief Clerk
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, IL 62706

**Re: BridgeCom International, Inc.
Docket No. 01-0419
Applicant's Late-Filed Exhibit No. 2**

Dear Ms. Caton:

Enclosed herewith, on behalf of BridgeCom International, Inc. ("BridgeCom"), are four (4) copies of BridgeCom's Certificate of Authority to Conduct Business as a Foreign Corporation in the State of Illinois, issued by the Illinois Secretary of State's office.

These materials are being filed as Applicant's Late-Filed Exhibit No. 2 in the above-referenced proceeding at the request of Hearing Examiner William Showtis. Please associate these materials with the docketed materials previously submitted by BridgeCom.

Should you have any questions concerning this matter, please do not hesitate to contact the undersigned.

Respectfully submitted,

Catherine M. Hannan

Catherine M. Hannan

Enclosures

cc (w/encl.): Hearing Examiner William Showtis

1424 Sixteenth Street, N.W.
Suite 105
Washington, D.C. 20036
Telephone (202) 293-2500
Facsimile (202) 293-2571



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JUNE 8, 2001

6168-456-5

HUNTER COMMUNICATIONS LAW GROUP
ATTN: CATHERINE M. HANNAN
1620 I ST NW STE 701
WASHINGTON, DC 20006

RE BRIDGECOM INTERNATIONAL, INC.

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JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

State of Illinois Office of The Secretary of State

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Jesse White

Secretary of State

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
http://www.sos.state.il.us

This space for use by Secretary of State

FILED

JUN - 8 2001

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 6-8-01
License Fee \$
Franchise Tax \$ 25.00
Filing Fee \$ 75.00
Penalties \$
Approved: \$ 100.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: BridgeCom International, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

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(b) Date of Incorporation: June 26, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 116 Radio Circle, Suite 300
Mount Kisco, NY 10549

(b) Address of principal office in Illinois:
(If none, so state) None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent National Registered Agents, Inc.
First Name Middle Name Last Name

Registered Office 208 South LaSalle Street Suite 1855
Number Street Suite #

Chicago 60604 Cook
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>Please see attached Addendum.</u>			
Secretary	_____			
Director	_____			
Director	_____			
Director	_____			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
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Telecommunications service provider

8. Authorized and issued shares:

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- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: BridgeCom International, Inc. 116 Radio Circle Suite 300 Mount Kisco, NY 10549 n/a
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 10
- (d) Is the corporation transacting business in this state at this time? NO
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: n/a

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 5 2001

 (Month & Day) (Year)

attested by [Signature]

 (Signature of Secretary or Assistant Secretary)
 Michael Weprin, Secretary

 (Type or Print Name and Title)

[Signature] BridgeCom International, Inc.

 (Exact Name of Corporation)
 (Signature of President or Vice President)
 by Michael Weprin, President

 (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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Vice President	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514
Secretary	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514
Treasurer	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514

DIRECTORS:

Director	Michael Weprin	40 Random Farms Circle Chappaqua, NY 10514
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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BRIDGECOM INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3251126 8100

AUTHENTICATION: 1053396

010150874

DATE: 03-29-01

CERTIFICATE OF INCORPORATION
OF
BRIDGECOM INTERNATIONAL, INC.

Pursuant to Section 102 of the
General Corporation Law
of the State of Delaware

FIRST: The name of the corporation is BridgeCom International, Inc. (the "Company").

SECOND: The address of the registered office of the Company in Delaware is 1013 Centre Road, Wilmington, Delaware 19805, County of New Castle, and the name of the registered agent of the Company at such address is Corporation Service Company.

THIRD: The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware (the "Delaware General Corporation Law").

FOURTH: The total number of shares of all classes of stock which the Company shall have authority to issue is four million (4,000,000) of which one million (1,000,000) shall be designated Preferred Stock, par value \$.01 per share (hereinafter the "Preferred Stock"), and three million (3,000,000) shall be designated Common Stock, par value \$.01 per share (hereinafter the "Common Stock").

A. AUTHORITY OF BOARD OF DIRECTORS TO FIX DESIGNATIONS, POWERS, PREFERENCES, RIGHTS, QUALIFICATIONS, LIMITATIONS AND RESTRICTIONS OF SHARES OF PREFERRED STOCK NOT FIXED HEREBY.

Shares of Preferred Stock may be issued from time to time, in one or more series, as may from time to time be determined by the Board of Directors, each of said series to be distinctly designated. All shares of any one series of Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends, if any, thereon shall be cumulative, if made cumulative. The voting powers, designations and preferences and the relative, participating, optional or other special rights of each such series, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding; and, subject to the provisions of subparagraph 1 of Paragraph C of this Article FOURTH, the Board of Directors hereby is expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the voting powers, designations and preferences, the relative, participating, optional or other special rights and the qualifications, limitations and

restrictions of such series, including, but without limiting the generality of the foregoing, the following:

(a) the distinctive designation of, and the number of shares of Preferred Stock which shall constitute, such series, which number may be increased (except where otherwise provided by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by like action of the Board of Directors;

(b) the rate and times at which, and the terms and conditions on which, dividends, if any, on Preferred Stock of such series shall be paid, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or series of the same or any other class or classes of stock of the Company and whether such dividends shall be cumulative or non-cumulative;

(c) the right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, shares of any other class or classes or of any series of the same or any other class or classes of stock of the Company and the terms and conditions of such conversion or exchange;

(d) whether or not Preferred Stock of such series shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which, Preferred Stock of such series may be redeemed;

(e) the terms of the sinking fund or redemption or purchase account, if any, to be provided for the Preferred Stock of such series;

(f) the restrictions, if any, on the issuance of shares of the same or any other class or classes or of any series of the same or any other class or classes of stock of the Company;

(g) the rights, if any, of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding-up of the Company; and

(h) the voting powers, if any, of the holders of such series of Preferred Stock which, without limiting the generality of the foregoing, may be equal to, more than or less than one vote per share and may include the right, voting as a series by itself or together with other series of Preferred Stock or all series of Preferred Stock as a class, or, together with any other class or classes or series of any other class or classes of stock of the Company, to elect one or more directors of the Company if there shall have been a default in the payment of dividends on any one or more series of Preferred Stock or under such other circumstances and on such conditions as the Board of Directors may determine.

B. STATEMENT OF LIMITATIONS, RELATIVE RIGHTS AND POWERS IN RESPECT OF COMMON STOCK.

1. After the requirements with respect to preferential dividends on the Preferred Stock (fixed in accordance with the provisions of Paragraph A of this Article FOURTH), if any, shall have been met and after the Company shall have complied with all the requirements, if any, with respect to the setting aside of sums as sinking funds or redemption or purchase accounts for the Preferred Stock (fixed in accordance with the provisions of Paragraph A of this Article FOURTH), and subject further to any other conditions which may be fixed in accordance with the provisions of Paragraph A of this Article FOURTH, then and not otherwise the holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors; provided, however, that the declaration and payment of cash dividends on the Common Stock shall be subject to contractual and other restrictions with respect thereto and the legal availability of funds therefor.

2. After distribution in full of the preferential amount, if any, to be distributed to the holders of Preferred Stock in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Company, the holders of the Common Stock, subject to the rights, if any, of the holders of Preferred Stock to participate therein (fixed in accordance with the provisions of Paragraph A of this Article FOURTH), shall be entitled to receive all the remaining assets of the Company, tangible and intangible, of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them, respectively.

3. Except as may otherwise be required by law, or by the provisions of such resolution or resolutions as may be adopted by the Board of Directors pursuant to the provisions of Paragraph A of this Article FOURTH, each holder of Common Stock shall have one vote in respect of each share of Common Stock held by him on all matters voted upon by the stockholders.

C. OTHER PROVISIONS.

1. The relative powers, preferences and rights of each series of Preferred Stock in relation to the powers, preferences and rights of each other series of Preferred Stock shall, in each case, be as may be fixed from time to time by the Board of Directors in such resolution or resolutions as may be adopted pursuant to authority granted in Paragraph A of this Article FOURTH and the consent, by class or series vote or otherwise, of the holders of any of the series of Preferred Stock as are from time to time outstanding shall not be required for the issuance by the Board of Directors of any other series of Preferred Stock whether or not the powers, preferences and rights of such other series shall be fixed by the Board of Directors as senior to, or on a parity with, the powers, preferences and rights of such outstanding series, or any of them; provided, however, that the Board of Directors may provide in the resolution or resolutions as to any series of Preferred Stock adopted pursuant to the provisions of Paragraph A of this Article FOURTH that the consent of the holders of a

majority (or such greater proportion as shall be therein fixed) of the outstanding shares of such series voting thereon shall be required for the issuance of any or all other series of Preferred Stock.

2. Subject to the provisions of this Paragraph C and to the provisions of any resolution or resolutions as to any series of Preferred Stock adopted pursuant to the provisions of Paragraph A of this Article FOURTH, shares of any series of Preferred Stock may be issued from time to time as the Board of Directors shall determine, for such consideration and upon such terms as the Board of Directors may determine.

3. Shares of Common Stock may be issued from time to time as the Board of Directors shall determine, for such consideration and upon such terms as the Board of Directors may determine.

4. The authorized amount of shares of Common Stock and of Preferred Stock may, without a class or series vote, be increased or decreased from time to time by the affirmative vote of the holders of a majority of the stock of the Company entitled to vote thereon.

FIFTH: The name of the incorporator is Michael B. Solovay and his mailing address is c/o Solovay Edlin & Eiseman, P.C., 845 Third Avenue, 8th Floor, New York, New York 10022.

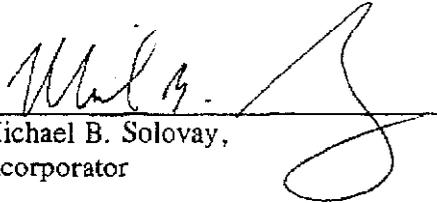
SIXTH: The Board of Directors shall have the power to make, alter, or repeal Bylaws subject to the power of the stockholders to alter or repeal the Bylaws made or altered by the Board of Directors.

SEVENTH: The Company shall, to the fullest extent permitted by the provisions of § 145 of the Delaware General Corporation Law, as the same may be amended and supplemented, indemnify each person who is or was an officer or director of the Company and may indemnify any and all other persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to acting in such person's official capacity and as to acting in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. No repeal or modification of this Article SEVENTH shall adversely affect any right or protection afforded to an officer or director prior to such repeal or modification.

EIGHTH: A director of the Company shall not be personally liable to the Company or the stockholders for monetary damages for breach of fiduciary duty as a director of the Company, except (i) for any breach of the duty of loyalty of such director to the Company or such stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware

General Corporation Law and (iv) for any transaction from which such director derives an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. No repeal or modification of this Article EIGHTH shall adversely affect any right of or protection afforded to a Director prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 26th day of June, 2000.



Michael B. Solovay,
Incorporator