

the absence of any designation, then in the order of their appointment), shall perform the duties of the President in the event of the absence, disability or death of the President, and, when so acting, shall have all of the powers of, and be subject to, the restrictions upon the President. Any Vice President shall perform such other duties as may be assigned to him from time to time by the President or the Sole Member. The Sole Member may designate one or more Vice Presidents as "Executive Vice President" or as Vice President for a particular area of responsibility described in such Vice President's title.

4.3. Secretary. The "Secretary" shall keep the minutes of the meetings of members of the Company, authenticate the records of the Company, and give and serve all notices of the Company. The Secretary shall have charge of such books and papers as the President or the members of the Company may direct, and shall perform all of the duties incidental to this office.

4.4. Treasurer. The "Treasurer" shall have the custody of the Company's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Company and shall deposit all monies and other valuable effects in the name and to the credit of the Company in those depositories designated by the President. The Treasurer shall disburse the funds of the Company as may be ordered by the President, taking proper vouchers for the disbursements, and shall render upon request to the President or to the members of the Company an account of all transactions as Treasurer and of the financial condition of the Company.

4.5. Assistant Secretaries; Assistant Treasurers. The "Assistant Secretaries" and "Assistant Treasurers," in general, shall perform the duties assigned to them by the Secretary or Treasurer, respectively, or by the President.

5. Formation; Qualification. The Sole Member is hereby designated as an authorized person, within the meaning of the LLC Statutes and other applicable law, to execute, deliver and file the Articles (and any amendments and/or restatements thereof) and any other certificates (and any amendments and/or restatements thereof) necessary for the Company to qualify to do business in a jurisdiction in which the Company may wish to conduct business.

6. Member Action. Consents, determinations or other actions of the members of the Company called for hereunder or under law, to the extent permitted under the LLC Statutes, shall be made by resolution of the members, either (1) adopted by the Sole Member; (2) if additional members are admitted to the Company, adopted by members owning over 50% of the aggregate capital account balances of the Company at a meeting of the members; or (3) as allowed under the LLC Statutes pertaining to unanimous consent in lieu of meeting.

7. Capital Contribution. The Sole Member has contributed such amount, in cash, and no other property, to the Company, as shown below. The Sole Member is not