

**WEST CHESTER UNITED SOCCER CLUB,
a Pennsylvania Nonprofit Corporation**

**RESTATED AND AMENDED BYLAWS
AS OF JANUARY 1, 2011**

ARTICLE ONE – INTRODUCTION

1.01. Name. The name of this organization is the “West Chester United Soccer Club”, a duly organized and validly existing nonprofit corporation organized pursuant to the laws of the Commonwealth of Pennsylvania (hereinafter referred to as the “CLUB”).

1.02 Scope. These Restated and Amended Bylaws (hereinafter referred to as the “BYLAWS”) are intended to and, in fact do, supersede and replace in full any and all prior Constitutions and Bylaws of the CLUB including, but not limited to, that certain “Constitution and Bylaws” which were submitted by the CLUB to the Internal Revenue Service along with Form 1023 “Application for Recognition of Exemption.” These BYLAWS constitute the code of rules adopted by the CLUB for the regulation and management of the affairs of the CLUB.

1.03 Non Stock – Non Member Organization. The CLUB is organized as a Pennsylvania Nonprofit Corporation on a non stock, non member basis. As a non stock, non member Nonprofit Corporation, the CLUB is and shall be managed by a Board of Directors (hereinafter referred to as the “BOARD”). The BOARD shall be elected and operated as further set forth in these BYLAWS. Each member of the Board shall have one (1) vote.

1.04 Annual General Meeting. Each year during the month of January, the BOARD shall have an Annual General Meeting (hereinafter referred to as the “ANNUAL MEETING”), at which time, among other things, the positions of the BOARD which are open shall be elected in accordance with the provisions set forth in these BYLAWS and the BOARD shall present all reports required by Pennsylvania law.

ARTICLE TWO – PURPOSE & POWERS

2.01 Purpose. The purpose of the CLUB is and shall be to promote the game of soccer, the development of soccer players and sportsmanship among area youth. The foregoing is and will be accomplished by, among other things, (1) providing an atmosphere of friendly competition for youngsters of all ages; (b) providing an environment in which these youngsters can experience the enjoyment and fellowship of soccer; (c) providing an organization for learning the rules of soccer and for learning the skills necessary to play the game of soccer; (d) providing an arena for the practice of those skills with the purpose of perfecting performance to the best of a player’s ability; (e) providing a cultural and educational exchange by enabling players to compete with soccer teams from the CLUB’S own community and from other communities, towns, states and countries; (f) providing different skill level programs including an intramural program and a travel program; (g) providing knowledgeable training and coaching from within and without the CLUB; (h) obtaining, by purchase, lease, permit and/or otherwise,

the grounds, fields and facilities which are necessary to carry out the aforesaid soccer program, as such program may change from time to time and (i) working with other local, state, national and international soccer organizations for the betterment of the game of soccer and its players.

2.02 Powers. Except as otherwise expressly limited by these BYLAWS or the CLUB'S Articles of Incorporation, the CLUB, the BOARD of the CLUB, the Officers of the CLUB and all other officials and agents of the CLUB shall have all powers which are or may become available to the foregoing under these BYLAWS and under the laws and regulations of the Commonwealth of Pennsylvania (including, but not limited to, the Pennsylvania Nonprofit Corporation Law of 1988 and any successor legislation), as such laws and regulations may be amended from time to time. Without intending to limit the broad scope of the prior sentence, the BOARD shall at all times have, among other powers, the power to elect and/or appoint officials of the CLUB; the power to establish committees to assist in the operation of the CLUB; the power to indemnify the Members of the BOARD of the CLUB; and the power to promulgate and enforce Policies, Procedures, Rules and Regulations for the operation of the CLUB.

ARTICLE THREE – OFFICERS

3.01 Registered Office. The CLUB shall maintain a registered office in the Commonwealth of Pennsylvania for the duration of the CLUB. The CLUB'S registered office at this time is located at the following address: 1200 S. Westtown Road, West Chester, PA 19382. The BOARD, by a Resolution duly adopted by a majority vote of the Members of the BOARD then in office, may from time to time, change the address of the CLUB'S registered office. If the CLUB'S registered office is changed, the CLUB shall comply with all filing and other requirements mandated by the laws of the Commonwealth of Pennsylvania which exist at the time that such change is approved including, if applicable, the requirement that the CLUB file with the Commonwealth of Pennsylvania, an Amendment to the Articles of Incorporation of the CLUB.

3.02 Offices. The principal place of business and office of the CLUB in Pennsylvania will be located at the registered office of the CLUB. The BOARD may also establish and maintain other offices within or without the Commonwealth of Pennsylvania, as the business and activities of the CLUB require.

ARTICLE FOUR – BOARD OF DIRECTORS

4.01 Number and Classes. The business and affairs of the CLUB shall be managed by the BOARD which shall consist of between nine (9) and fifteen (15) Members. The BOARD shall determine the actual number of Directors within the aforesaid range of 9-15. The BOARD shall also designate each Member of the BOARD as either a "Class A" Director, a "Class B" Director or a "Class C" Director. None of the aforesaid Classes of Directors shall consist of more than five (5) Members of the BOARD. All Classes of Directors shall have the same rights, obligations and privileges except that the term of service for each Class of Directors shall expire at different times, as further set forth in these BYLAWS.

4.02 Duties. Each member of the BOARD shall stand in a fiduciary relationship to the CLUB and shall perform his or her duties in accordance with his or her fiduciary duties under Pennsylvania law. Each member of the BOARD is expected to perform specific tasks/functions for the CLUB as the foregoing may be assigned from time to time by the BOARD (hereinafter all the obligations of a Board Member are referred to as the "DUTIES").

4.03 Terms. The terms of the Members of the BOARD shall overlap and be for periods of three (3) years). "Class A" Directors shall be elected at the ANNUAL MEETING held in 1994 and at the ANNUAL MEETING held every three (3) years thereafter. "Class B" Directors shall be elected at the ANNUAL MEETING held in 1995 and at the ANNUAL MEETING held every three (3) years thereafter. "Class C" Directors shall be elected at the ANNUAL MEETING held in 1996 and at the ANNUAL MEETING held every three (3) years thereafter. Each current Director at the time these BYLAWS are adopted shall remain in office until his or her designated Class of Directors is due to be elected in accordance with this Section 4.03.

4.04 Election of BOARD Members. Subject to the right of the BOARD to increase or reduce the number of Directors within the range set forth in Section 4.01 above, the election of the members of the BOARD whose Terms are expiring each year (hereinafter referred to individually as an "OPEN POSITION" and collectively as the "OPEN POSITIONS") shall take place at the ANNUAL MEETING. The Members of the Board whose Terms are expiring shall be authorized to attend and vote at the ANNUAL MEETING and shall be counted in determining whether a quorum exists for the ANNUAL MEETING. As the last order of business of the ANNUAL MEETING, the Chairman of the then constituted BOARD (or his or her designee) shall open the nominations for the OPEN POSITIONS and in doing so, shall accept nominations from the member of the BOARD present at the ANNUAL MEETING and from any other individuals who are in attendance, in person, at the ANNUAL MEETING. At the time that there are no additional nominations to be made, the Chairman of the then constituted BOARD (or his or her designee) shall declare that the nominations for the OPEN POSITIONS are closed. Promptly thereafter, the members of the BOARD present at the ANNUAL MEETING shall vote by secret ballot upon the nominations for each OPEN POSITION. A nominee for an OPEN POSITION shall be deemed duly elected upon receiving a majority of the votes of the members of the BOARD present at the ANNUAL MEETING, provided that any Member whose Term is expiring and who is seeking re-election shall not be permitted to vote for himself or herself and shall not be counted in determining whether the required majority was received for his or her reelection.

4.05 Vacancies. If any Member of the BOARD resigns or materially fails to fulfill his or her DUTIES, or fails to attend three (3) duly called and constituted, regular Meetings of the BOARD in any one (1) calendar year without a reasonable excuse, or breaches his or her fiduciary obligations to the CLUB, or commits a crime, the BOARD shall have the power to declare a vacancy and to fill that vacancy by a majority vote of the remaining members of the BOARD then in office. An individual elected to fill a vacancy, shall serve as a Member of the BOARD until the end of the term of the person whose vacancy he or she filled. The rights granted to the BOARD in this Section 4.05 shall not be exclusive and the BOARD shall have all

additional rights provided under Pennsylvania law with respect to the removal of Directors and the creation of and filling of vacancies on the BOARD.

ARTICLE FIVE – OFFICERS AND OTHER OFFICIALS

5.01. Reorganization Meeting. As soon as possible after the ANNUAL MEETING (but in no event more than thirty (30) days after the ANNUAL MEETING), the BOARD shall hold a reorganization meeting for the purpose of, among other things, electing officers and other officials of the CLUB for the ensuing year (hereinafter referred to as the “REORGANIZATION MEETING”). At the REORGANIZATION MEETING, the BOARD shall elect, at a minimum, individuals to fill the offices set forth in Section 5.02 of these BYLAWS below.

5.02 Officers. The Officers of the CLUB which must be elected each year by the BOARD shall consist of the President, Secretary and Treasurer. The foregoing Officers shall serve until the next ANNUAL MEETING after their election and until their successors are duly elected and qualified, subject always, however, to the unqualified right of the BOARD to remove any Officer at any time and for any reason. The individual elected as the President of the CLUB shall not be denied his or her voting rights as Member of the BOARD because he or she has been selected as the President of the CLUB. Any vacancies which occur in one or more of the officer positions set forth in this Section 5.02 shall be filled as promptly as possible by the BOARD.

5.03 Duties of President. It shall be the duty of the President to: (a) preside at all Meetings of the BOARD and act as the Chairman of the BOARD; (b) preside at all Meetings of the CLUB including the ANNUAL MEETING; (c) appoint, subject to the approval of the BOARD, all standing committees of the BOARD and the CLUB; (d) be an ex-officio member of all committees of the CLUB and the BOARD; (e) preserve order and decorum in the operation of the CLUB; (f) enforce all policies, procedures and requirements of the CLUB including, but not limited to, all requirements contained in these BYLAWS; (g) call meetings in accordance with the provisions of these BYLAWS; (h) attend (or designate another to attend) all meetings of soccer leagues, associations and other organizations having a substantial effect on the soccer programs and activities operated and/or sponsored by the CLUB; (i) maintain and adhere to a meeting format to ensure that all Members of the BOARD have the opportunity to debate and discuss their positions on issues; (j) perform all duties incident to the office of President and all duties as may be assigned by the BOARD from time to time; (k) perform in compliance with these BYLAWS and all other policies, procedures, rules and regulations of the CLUB; and (l) do all other acts and take all other steps customarily associated with the office of President in organizations of the size and nature similar to that of the CLUB.

5.04 Duties of Secretary. It shall be the duty of the Secretary to: (a) keep a complete and accurate record of all proceedings of the CLUB (including, but not limited to, all Meetings of the CLUB and the BOARD); (b) maintain the Articles of Incorporation and all organizational and other documents of the CLUB; and (c) process (or designate another to process) all incoming and outgoing mail of the CLUB not otherwise specifically addressed to another Officer, agent, or official of the CLUB; (d) perform all duties incident to the office of Secretary and all duties as may be assigned by the BOARD from time to time; (e) perform in compliance with these BYLAWS and all other policies, procedures, rules and regulations of the CLUB; and (f) do all

other acts and take all other steps customarily associated with the office of Secretary in organizations of the size and nature similar to that of the CLUB.

5.05 Duties of Treasurer. It shall be the duty of the Treasurer to : (a) collect all monies due the CLUB from whatever source and deposit the same in the accounts of the CLUB; (b) have charge of and maintain all money, investments, accounts, assets and other funds of the CLUB of any kind whatsoever (hereinafter referred to collectively as the "FUNDS"); (c) keep accurate and complete books and records of all FUNDS; (d) submit from time to time to the BOARD, reports showing, at a minimum, all receipts and disbursements of the CLUB for the applicable period; (e) have prepared and submitted to the BOARD on or before May 1 of every year, annual financial statements for the CLUB; (f) make disbursements as authorized by the BOARD from time to time, out of the CLUB'S funds including, but not limited to, disbursements for the payment of uniforms, warm-ups, patches, balls, goals, and other soccer related material for the CLUB; (g) perform all duties incident to the office of Treasurer and all duties as may be assigned by the BOARD from time to time; (h) perform in compliance with these BYLAWS and other policies, procedures, rules and regulations of the CLUB; and (i) do all other acts and take all other steps customarily associated with the office of Treasurer in organizations of the size and nature similar to that of the CLUB.

5.06 Other Officials. At the REORGANIZATION MEETING and at all times thereafter, the BOARD may from time to time in the BOARD'S sole discretion, elect and/or appoint other Officers and other Officials of the CLUB. The election and/or appointment of the other Officers and other Officials may, but need not include, the election and/or appointment of individuals to the following positions: CLUB Registrar, Director of Equipment, Director of Fields, Director of Boys' Travel Teams, Director of Development, Director of Girls' Travel Teams, Director of Publicity, Director of the Intramural Program and Director of Referees. All Officers and other Officials of the CLUB shall stand in a fiduciary relationship to the CLUB and shall perform his, her or their duties in accordance with his, her or their fiduciary duties under Pennsylvania law. Any of the foregoing Officers and Officials may be removed by the BOARD from their position at any time and for any reason.

ARTICLE SIX – MEETINGS AND ACTION BY CONSENT

6.01. Location/Notice of ANNUAL MEETING. The ANNUAL MEETING shall be called by the President of the CLUB and shall be held in Chester County. No later than seven (7) calendar days before the ANNUAL MEETING, the BOARD (through the President) shall advertise the date, time and location of the ANNUAL MEETING in at least one (1) paper which has significant circulation in the West Chester, Pennsylvania area. If the President of the CLUB fails to properly call and hold any ANNUAL MEETING during the month of January in any year, any Member of the BOARD may call such ANNUAL MEETING.

6.02. BOARD Meetings. The BOARD shall meet at least once every calendar quarter, with the date, time and place being determined by the BOARD from time to time. In addition to the foregoing regular quarterly Meetings of the BOARD, the BOARD (or any three Members of the BOARD) may call other Meetings from time to time, either on a regular basis or on a special basis.

6.03. Location/Notice of BOARD Meetings. All Meetings of the BOARD shall be held at such location within or outside of Pennsylvania, as the BOARD determines. Written notice of each Meeting of the BOARD shall be provided to each Member of the BOARD at least seven (7) calendar days prior to the date of each Meeting of the BOARD.

6.04 Quorum and Majority Vote Requirement. Except as set forth in Section 6.07 of these BYLAWS, Board action may only be taken at a meeting and a quorum of the BOARD must be in attendance at a Meeting before the BOARD may take any action. A quorum of the BOARD shall consist of the presence, in person, of fifty percent (50%) or more of the Members of the BOARD then in office. If a quorum of the BOARD is present at a Meeting, all BOARD action at such meeting shall require the vote of a majority of the Members of the BOARD present, in person, at such Meeting unless a different number of votes is required under these BYLAWS, under the CLUB's Articles of Incorporation or under any local, state or federal law.

6.05 Written Waiver of Notice. Whenever any notice is required to be given under the provisions of any law and/or regulation, and/or under the provisions of these BYLAWS and/or the CLUB'S Articles of Incorporation, a waiver of such notice in writing signed by the person entitled to notice, whether before or after the event of which notice was required, will be equivalent to the giving of the notice.

6.06. Waiver of Notice by Attendance. Attendance by a BOARD Member at any Meeting shall constitute a waiver of the required notice for that Meeting, except when the BOARD Member attends a meeting for the sole and express purpose of objecting, at the beginning of the Meeting, to the transaction of any business because the Meeting is not lawfully called or convened.

6.07. Action by Unanimous Consent. Except for the ANNUAL MEETING, any action which may be taken at a Meeting of the BOARD, may be taken without a Meeting, if a consent in writing setting forth the action to be taken is signed by all of the Members of the BOARD in office at the time and is filed with the Secretary of the CLUB.

6.08 Use of Conference Telephone. One or more Members of the BOARD may participate in a Meeting of the BOARD (including the ANNUAL MEETING) by means of a conference telephone or similar communications equipment by means of which all persons participating in the Meeting can hear each other. Participation in a Meeting pursuant to the foregoing sentence shall constitute presence in person at the Meeting.

ARTICLE SEVEN – OPERATIONS

7.01 Fiscal Year. The CLUB's fiscal year shall start on January 1 of each year and continue through and including December 31 of the same year.

7.02 Contracts. Contracts, leases, and/or other instruments executed in the name of and on behalf of the CLUB shall be signed by such individuals authorized by the BOARD, from time to time.

7.03 Books & Records. The CLUB shall keep accurate and complete books and records of all its accounts and matters, and shall also keep Minutes of the ANNUAL MEETING and all Meetings of the BOARD. All books and records of this CLUB may be inspected by any Member of the BOARD, or by any BOARD member's agent or attorney, during business hours, upon advance written notice of at least seventy-two (72) hours.

7.04 Nonprofit Operations. This CLUB shall not have or issue shares of stock, common or otherwise, and does not contemplate pecuniary gain or profit, incidental or otherwise. No dividend will be paid, and no part of the income and other assets of this CLUB will be distributed to its BOARD Members, Officers and/or any other third parties. Notwithstanding the foregoing sentence, the CLUB shall have the power to reimburse its BOARD Members and Officers for expenses incurred on behalf of the CLUB and shall also have the power to pay compensation to Officers, BOARD Members and/or other third parties for services rendered or products provided. Whenever the lawful activities of the CLUB involve, among other things, the charging of fees or prices for its services or products, the CLUB shall have the right to receive such income. All such income and other assets of the CLUB shall be applied to the maintenance of the lawful activities of the CLUB, and in no case shall such income and other assets of the CLUB be divided or distributed in any manner whatsoever among the Members of the BOARD, the Officers of the CLUB and/or any other third parties. All Members of the BOARD, Officers of the CLUB and other agents and officials of the CLUB shall take all actions necessary to confirm, ratify and retain the CLUB's Federal income tax exemption as an organization described in Section 501(c)(3) of the Federal Internal Revenue Code.

7.05. Loans to Management. The CLUB will make no loans to any of the Members of the CLUB'S BOARD or to any of the Officers of the CLUB or to any of the CLUB'S management and other key personnel.

7.06 Real Property. The CLUB shall make no purchase of real property nor sell, mortgage, lease, and/or otherwise dispose of the CLUB's real property, unless authorized by a vote of two-thirds (2/3) of the Members of the BOARD then in office.

7.07. Finances and Bonding. All expenses of the CLUB must be authorized by the BOARD and all checks and other commercial instruments for the payment of approved expenses (e.g., checks, wire transfers, etc.) must be signed by both the Treasurer and the President of the CLUB, unless the BOARD adopts, by a vote of two-thirds (2/3) of the Members of the BOARD, a written policy to the contrary. The BOARD shall ensure that the President, Treasurer and all other Officials of the CLUB handling significant FUNDS of the CLUB are adequately bonded to protect the CLUB in the event of defalcation and/or other similar losses. The Treasurer shall be empowered to pay, without prior approval, all normal expenses as are necessary for the continued operation of the CLUB, provided that the payment of such expenses are ratified by the BOARD at the Meeting of the BOARD immediately following the date when such expenses were paid. The BOARD shall also have the authority to approve non-recurring expenses as are necessary for the continued operation of the CLUB.

ARTICLE EIGHT – PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE

8.01 Personal Liability. No Member of the BOARD, Officer of the CLUB and/or any other person who may have served, at the CLUB'S request, as a representative of the CLUB (hereinafter all the Members of the BOARD, Officers of the CLUB and all of the aforesaid representatives of the CLUB are referred to collectively as the "REPRESENTATIVES") shall be personally liable to the CLUB or to the other REPRESENTATIVES or to any other third parties for monetary damages or for any other liability of any kind whatsoever for any action taken by such REPRESENTATIVES, or any failure to take any action by such REPRESENTATIVES unless (a) the REPRESENTATIVES have breached or failed to perform the duties of his, her or their offices as set forth under Pennsylvania law and (b) the aforesaid breach or failure to perform such duties was intentional and/or constitutes self-dealing, willful misconduct, recklessness, a violation of a criminal statute and/or the liability of a Member of the BOARD for the payment of taxes pursuant to local, State or Federal Law.

8.02 Indemnification. All REPRESENTATIVES (as defined in Section 8.01 above) shall be indemnified and held harmless by the CLUB with respect to and against any and all expenses (including attorneys' fees) and damages actually and necessarily incurred by such REPRESENTATIVES in connection with the defense and/or settlement of any action, claim, suit and/or proceeding in which he, she, they and/or any of them, are made parties to such action, claim, suit and/or proceedings, by reason of being and or having been REPRESENTATIVES (as defined in Section 8.01 above) of the CLUB, except in relation to matters as to which such REPRESENTATIVES (as defined in Section 8.01 above) shall admit and/or shall be adjudged, in such action, claim, suit and/or proceedings, to be liable for the following: (a) an intentional violation of his, her or their fiduciary duties as REPRESENTATIVES (as defined in Section 8.01 above) of the CLUB; (b) self-dealing; (c) willful misconduct; (d) recklessness; and/or (e) a violation of a criminal statute. The indemnification and other rights provided for under Article Eight of these BYLAWS and its Sections (including, but not limited to, this Section 8.02) shall not be deemed to be exclusive and the CLUB shall have the power to and may, in fact, provide indemnification and other rights to any REPRESENTATIVE (including, but not limited to, rights which are more expansive than provided in these BYLAWS) (hereinafter referred to as "ADDITIONAL RIGHTS"), provided that the granting of such ADDITIONAL RIGHTS is authorized under Pennsylvania law.

8.03 Procedure for Effecting Indemnification. Prior to providing indemnification pursuant to Section 8.02 above or otherwise, the BOARD must determine that the REPRESENTATIVE seeking indemnification has satisfied the applicable standard of conduct. In making the foregoing determination, the BOARD may use any procedure authorized by law or these BYLAWS including retaining independent legal counsel to render a written opinion as to whether the applicable standard of conduct was satisfied in order to permit indemnification. All actions of the Board under this Section 8.03 must be authorized by the vote of a majority of the members of the BOARD who were not parties to the action, claim, suit and/or other proceeding for which indemnification is sought.

8.04. Advancing Expenses. The BOARD shall have the power to provide that expenses (including attorneys' fees) incurred in defending any action, claim, suit and/or other proceeding, may be paid by the CLUB to the REPRESENTATIVE in advance of the final determination as to whether such REPRESENTATIVE is entitled to indemnification, provided that the CLUB first receives a written undertaking from the REPRESENTATIVE that he or she will repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the CLUB.

8.05. Retroactive and Future Duration. The indemnification and advancement of expenses provided under these BYLAWS and provided under other state and federal laws, shall be applicable to all actions taken by any REPRESENTATIVE of the CLUB from the day of the CLUB'S original incorporation, and shall also continue to apply as to any person who has been, is or may become a REPRESENTATIVE even if at the time that indemnification and advancement of expenses are claimed, the person in question is no longer a REPRESENTATIVE. Furthermore, the indemnification and advancement of expenses rights hereunder and those provided under any other state or federal law shall inure to the benefit of the Estate, Executors, heirs, relatives, spouses, dependents, agents, personal representatives, other representatives and assigns of all REPRESENTATIVES.

8.06 Indemnification Funding. In addition to any other rights available to the CLUB under the law, the CLUB is hereby authorized to purchase insurance and/or create a fund from which to make indemnifications and advancement of expenses payments to the REPRESENTATIVES (as defined in Section 8.01 above).

ARTICLE NINE – AMENDMENT

9.01 Power to Adopt and Modify BYLAWS. The power to adopt these BYLAWS and to alter, amend, or repeal these BYLAWS, or to adopt new BYLAWS, is vested in the BOARD.

9.02 Vote Required. These BYLAWS may be adopted, altered, amended and/or repealed upon the vote of two-thirds (2/3) of the Members of the BOARD then in office.

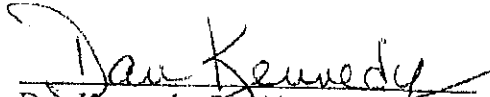
9.03 Writing Required. All Amendments and other modifications to these BYLAWS of any kind whatsoever must be in writing and must, after adoption, be filed with the corporate Minute Books of the CLUB.

ARTICLE TEN – ADOPTION

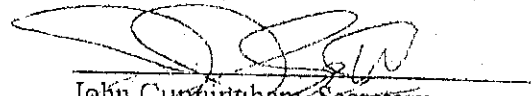
Upon the adoption by the BOARD of these BYLAWS as the Official BYLAWS of the CLUB, any and all prior Constitutions and Bylaws of the CLUB shall be revoked and terminated in any and all respects.


NOW THEREFORE, BE IT RESOLVED, that the Undersigned hereby direct that this RESTATED AND AMENDED BYLAWS be filed with the Secretary of the CLUB.

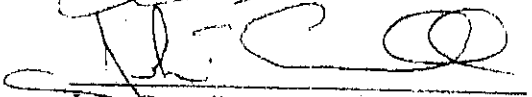
IN WITNESS WHEREOF, intending to be legally bound, the Undersigned set to this RESTATED AND AMENDED BYLAWS AS OF JANUARY 1, 2011, their signatures below.

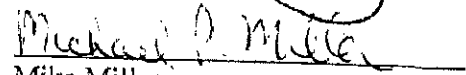

Dan Kennedy, President

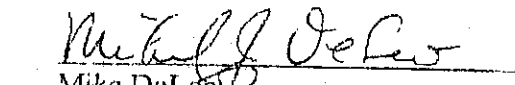
Linda Haines, Treasurer -

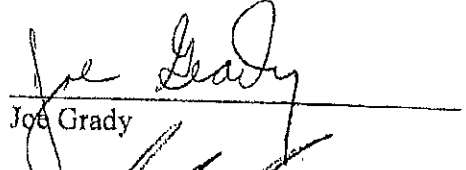

John Cunningham, Secretary

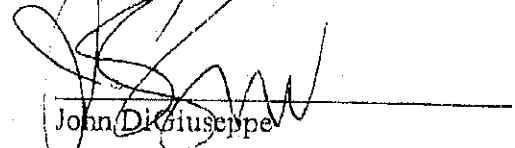

Gary Bevilacqua

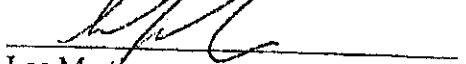

John Carroll


Mike Miller



Mike DeLeo


Joe Grady


John DiGiuseppe


Lee Martin

Filed with and Certified by:


John Cunningham,
Corporate Secretary