

05-28-1999

OMB No. 0651-0011 (exp. 4/94)



101049311

Tab settings *5-27-99* 100969638

To the Honorable Commissioner of Patents and Trademarks: Please

original documents or copy thereof.

1. Name of conveying party(ies):
Des Champs Laboratories, Inc.
P.O. Box 220, Route 130
Natural Bridge Station, VA 24579

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of New Jersey
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Change of State of Incorporation

Execution Date: 27 October 1997

2. Name and address of receiving party(ies)
Name: Des Champs Laboratories, Inc.
Internal Address: _____
Street Address: P.O. Box 220, Route 130
Natural Bridge
City: Station State: VA ZIP: 24579

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

Service mark Registration No. 1,091,010

B. Trademark Registration No.(s)

1,038,163	1,241,057	1,798,608
1,219,877	1,609,673	1,805,976
1,233,463	1,648,074	1,817,402
1,241,056	1,660,713	2,168,483

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Des Champs Laboratories, Inc.
Internal Address: _____

Street Address: P.O. Box 220, Route 130

Natural Bridge
City: Station State: VA ZIP: 24579

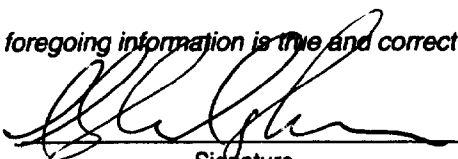
6. Total number of applications and registrations involved: **13**

7. Total fee (37 CFR 3.41).....\$ 340.00
 Enclosed (Checks for \$65 and \$275)
 Authorized to be charged to deposit account for insufficiency or credit overpayment

8. Deposit account number:
03-3382
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Clyde I. Coughenour  5/24/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

12

MPC

02-23-1999

COVER SHEET
TRADEMARK

OMB No. 0651-0011 (exp. 4/94) 2.9.99



100969638

Tab settings

To the Honorable Commissioner of Patents and Trademarks. Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

- Individual(s)
- General Partnership
- Corporation-State of New Jersey
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Change of State of Incorporation
- Merger
- Change of Name

Execution Date: 27 October 1997

2. Name and address of receiving party(ies)

Name: Des Champs Laboratories, Inc.

Internal Address: _____

Street Address: P.O.Box 220, Route 130

City: Natural Bridge Station State: VA ZIP: 24579

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partners _____
- Corporation-State _____
- Other _____

If assignee is not domiciled in the U.S. is attached? Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

02-09-1999
U.S. Patent & TMO for TM Mail Rcpt Dt. #64
representative designation

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

Servicemark Registration No. 1,019,010

B. Trademark Registration No.(s)

1,038,163	1,241,057	1,798,608
1,219,877	1,609,673	1,805,976
1,233,463	1,648,074	1,817,402
1,241,056	1,660,713	2,168,483

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Des Champs Laboratories, Inc.

Internal Address: _____

Street Address: P.O.Box 220, Route 130

City: Natural Bridge Station State: VA ZIP: 24579

02/23/1999 DNGUYEN 00000076 1038163

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ 340.00

Enclosed (Checks for \$65 and \$275)

Authorized to be charged to deposit account for insufficiency or credit overpayment

8. Deposit account number:

03-3382

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 OP
02 FC:482 300.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Clyde I. Coughenour
Name of Person Signing

Clyde I. Coughenour
Signature

2/8/99
Date

Total number of pages including cover sheet, attachments, and document: 12

CLYDE I. COUGHENOUR

REGISTERED PATENT ATTORNEY

16607 Sutton Place
Woodbridge, VA 22191-4627
Phone/Fax (703) 221-8677

February 8, 1999



02-09-1999

U.S. Patent & TMOfr/TM Mail Rcpt Dt. #64

In Re: Marks of Des Champs Laboratories, Incorporated

CHANGE OF STATE OF INCORPORATION

Commissioner of Patents and Trademarks
Washington, D.C. 20231

Dear Sir:


Please find enclosed a Change of State of Incorporation Declaration (3 pages) for the Service Mark and Trademarks registered to the Des Champs Laboratories, Incorporated.

TRADEMARK FEE PROCESS.
RECEIVED
1999 FEB -9 P 2:13
US PATENT &
TRADEMARK OFFICE

The marks have always been the property of Des Champs Laboratories Incorporated. Des Champs Laboratories is a unit of ENTRODYNE previously incorporated as a New Jersey corporation. However, on October 27, 1997, the corporation was withdrawn as a New Jersey corporation and was registered as a Delaware corporation. Filed herewith are form PTO 1594, Recordation Cover Sheet Trademarks Only, and a Change of State of Incorporation Declaration (6 pages), and a CERTIFICATE OF INCORPORATION OF ENTRODYNE CORPORATION from the state of Delaware with a certification cover letter by the state of Delaware Office of the Secretary of State (1 page) and the PTO fee of \$340 for 13 marks.

Please charge or credit my account No. 03-3382 for any fee deficiency or over-payment.

Sincerely,


Clyde I. Coughenour
Reg. No. 33,083

Clyde I. Coughenour
16607 Sutton Place

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

CHANGE OF STATE OF INCORPORATION DECLARATION

Assistant Commissioner for Trademarks
U.S. Patent and Trademark Office
2900 Crystal Drive
Arlington, Virginia 22202-3513

Sir:

In re Registrations of: Des Champs Laboratories Incorporated

Registration No.: 1,019,010
Registered: 26 August 1975
For Mark: DLI & DESIGN
International Class 42

Registration No.: 1,038,163
Registered: 20 April 1976
For Mark: Z-DUCT
International Class 11

Registration No.: 1,219,877
Registered: 14 December 1982
For Mark: Z-PACK
International Class 11

Registration No.: 1,233,463
Registered: 5 April 1983
For Mark: OXZTHERM
International Class 11

Registration No.: 1,241,056
Registered: 7 June 1983
For Mark: E-Z-VENT & DESIGN
International Class 11

Registration No.: 1,2241,057
Registered: 7 June 1983
For Mark: Z-CUPERATOR
International Class 11

Registration No.: 1,609,673
Registered: 14 August 1990
For Mark: MINI Z PACK
International Class 11

Registration No.: 1,648,074
Registered: 18 June 1991
For Mark: MICRO-Z & DESIGN
International Class 11

Registration No.: 1,660,713
Registered: 15 October 1991
For Mark: E-Z-AIRE
International Class 11

Registration No.: 1,798,608
Registered: 12 October 1993
For Mark: WRINGER PLUS
International Class 11

Registration No.: 1,805,972
Registered: 23 November 1993
For Mark: AIR MANAGER
International Class 11

Registration No.: 1,817,402
Registered: 18 January 1994
For Mark: WRINGER
International Class 11

Registration No.: 2,168,483
Registered: 23 June 1998
For Mark: E-CORE
International Class 11

I, Nicholas H. Des Champs, do hereby declare that I am an officer of Des Champs Laboratories, Inc.

The Des Champs Laboratories Inc. is located at Natural Bridge Station, Virginia with a mailing address of Box 220, Route 130, Natural Bridge Station, VA 24579-0220.

The Des Champs Laboratories Inc. is a unit of the ENTRODYNE Corporation, also located at Natural Bridge Station, VA with the same mailing address as Des Champs Laboratories Inc.

As a unit of the ENTRODYNE Corporation, Des Champs Laboratories, Inc. is under the same incorporation papers as the ENTRODYNE Corporation.

The ENTRODYNE Corporation was registered as a New Jersey corporation on May 7, 1973 and continued as a New Jersey corporation until October 27, 1997.

On October 27, 1997, the ENTRODYNE Corporation was registered as a Delaware corporation. Accurate copies of the certification cover letter by the State of Delaware Office of the Secretary of State (1 page) and a Certificate of Incorporation of ENTRODYNE Corporation (6 pages) are attached.

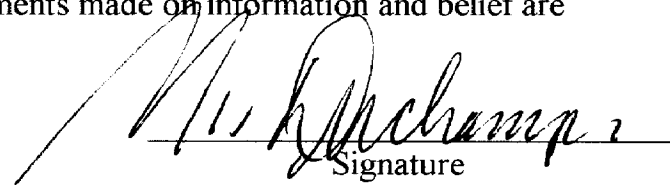
The name and the location of Des Champs Laboratories Incorporated and ENTRODYNE Corporation remain the same at this time as they were before the change of state of incorporation and all of the rights, title and interest in the service mark No. 1,019,010 upon the term DLI & DESIGN, and trademarks, Reg. Nos. 1,038,163 upon the term Z-DUCT; 1,219,877 upon the term Z-PACK; 1,233,463 upon the term OXZ THERM; 1,241,056 upon the term E-Z-VENT & DESIGN; 1,241,057 upon the term Z-CUPERATOR; 1,609,673 upon the term MINI Z PACK; 1,648,074 upon the term MICRO-Z & DESIGN; 1,660,713 upon the term E-Z-AIRE; 1,798,608 upon the term WRINGER PLUS; 1,805,976 upon the term AIR MANAGER, 1,817,402 upon the term WRINGER; and 2,168,483 upon the term E-CORE including any good will incident to the usage and applications of the service mark and trademarks upon their service and identified products remains the same and continues in Des Champs Laboratories Incorporated as a Delaware corporation the same as they did as a New Jersey corporation.

During the period of time preceding the transfer of registration from that of being a New Jersey corporation to that of being a Delaware corporation and up until the present time, the undersigned has been and continues to be the president of Des Champs Laboratories, Inc.

The undersigned being hereby warned that wilful false statements and the like so made are punishable by fine or imprisonment or both, under 18 USC 1001, and that such wilful false statements may jeopardize the validity of this document, declares that he is properly authorized to execute this document on behalf of Des Champs Laboratories Incorporated and registrant. He believes the registrant to be the owner of the above identified registrations, both when the corporation was registered as a New Jersey corporation and now as it is registered as a Delaware corporation, and that the service mark and trademarks are in use in commerce, and all statements made of his own knowledge are true and all statements made on information and belief are believed to be true.

Feb 2, 1999

Date


Signature

1-540-291-1111

Telephone No.

Nicholas H. Des Champs, President

Name & Position

Office of the Secretary of State

I, EDWARD J. FREEL, 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 "ENTRODYNE CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 1997, AT 2 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel Secretary of State

2810181 8100

971362396

AUTHENTICATION:

8724138

DATE:

10-27-97

TRADEMARK

REEL: 001903 FRAME: 0721

**CERTIFICATE OF INCORPORATION
OF
ENTRODYNE CORPORATION**

FIRST: The name of the Corporation is:

ENTRODYNE CORPORATION (the "Corporation")

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

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

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is two hundred thousand (200,000) shares, consisting of one hundred eighty thousand (180,000) shares of Common Stock having a par value of one cent (\$.01) per share and twenty thousand (20,000) shares of Preferred Stock having a par value of one cent (\$.01) per share.

The Preferred Stock may be issued in one or more series. The Board of Directors of the Corporation (the "Board") is authorized, subject to any limitations prescribed by law and the provisions of this Article FOURTH, to provide for the issuance of the shares of Preferred Stock in such series, and by filing a certificate (each a "Preferred Stock Designation") pursuant to the applicable law of the State of Delaware, to establish from time to time the number of shares to be included in each such series, and to fix the designation, relative powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether shares of that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(d) Whether shares of that series shall have conversion or exchange privileges, and, if so, the terms and conditions of such conversion or exchange, including provision for adjustment of the conversion or exchange rate in such events as the Board shall determine;

(e) Whether shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(f) Whether shares of that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) Whether shares of that series shall have the right to subscribe for or to purchase any securities of the Corporation or any other entity;

(h) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(i) Any other relative rights, preferences and limitations of shares of that series.

Except as may otherwise be provided in a Preferred Stock Designation, each holder of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

FIFTH: A. (i) Subject to the rights, if any, of the holders of any outstanding series of Preferred Stock to elect additional directors under circumstances specified in a Preferred Stock Designation, the number of members of the Board shall consist of not less than one (1) member nor more than fifteen (15) members and will be fixed from time to time in the manner described in the Bylaws of the Corporation. The initial director of the Corporation shall be Nicholas H. Des Champs.

(ii) A majority of the total number of directors shall constitute a quorum for the transaction of business.

(iii) The vote of a majority of the directors present at any meeting at which a quorum is present shall be required for any action by the Board.

B. The Board is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the General Corporation Law of the State of Delaware, this Certificate of

Incorporation, and any Bylaws adopted by the stockholders; provided, however, notwithstanding any provision in this Certificate of Incorporation to the contrary, the stockholders may not adopt, repeal or amend the Bylaws of the Corporation without the affirmative vote of not less than fifty-one percent (51%) of the Common Stock, and provided further, however, that no Bylaws hereafter adopted by the Stockholders shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been adopted.

SIXTH: Elections of directors need not be done by written ballot unless the Bylaws of the Corporation shall otherwise provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability thereof is not permitted under the General Corporation Law of the State of Delaware as currently in effect or as the same is hereinafter amended. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

EIGHTH:

Indemnification of Directors and Officers

A. General. The Corporation shall indemnify, to the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable law currently or hereafter in effect, any person who was or is a party or is threatened to be made a party to or is involved in any manner (including as a witness) in any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative and whether formal or informal or external or internal to the Corporation (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of any other corporation, partnership, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer against expenses (including attorneys' fees), judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the

person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful. Notwithstanding the foregoing, except as provided in the following paragraph, the Corporation shall indemnify any such person in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board.

If a claim under the preceding paragraph is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, 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 the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Delaware for the Corporation to indemnify the claimant for the amount claimed. Neither the failure of the Corporation (including the Board, independent legal counsel or stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the Corporation (including the Board, independent legal counsel or stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

B. Derivative Actions. The Corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact the he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such persons shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

C. Indemnification in Certain Cases. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B of this Article EIGHTH or in defense

of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

D. Procedure. Any indemnification under Sections A and B of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in such Sections A and B. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the stockholders.

E. Advances for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall be ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this Article EIGHTH.

F. Rights Not Exclusive. The right to indemnification provided by, or granted pursuant to, this Article EIGHTH shall be a contract right of each director and officer of the Corporation. The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article EIGHTH shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

G. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article EIGHTH.

H. Definition of Corporation. For the purposes of this Article EIGHTH, references to "the Corporation" include all constituent Corporations absorbed in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is or was a director, officer, employee or agent of such a constituent Corporation or is or was serving at the request of such constituent Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article EIGHTH with respect to the resulting or surviving Corporation as he would if he had served the resulting or surviving Corporation in the same capacity.

I. Survival of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to this Article EIGHTH 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.

J. Severability. If any provision of this Article EIGHTH shall be held to be invalid, illegal or unenforceable for any reason whatsoever (i) the validity, legality and enforceability of the remaining provisions of this Article EIGHTH (including, without limitation, all portions of any paragraph of this Article EIGHTH containing any such provision held to be invalid, illegal or unenforceable, that are not themselves impaired thereby) shall not in any way be affected or impaired thereby and (ii) to the fullest extent possible, the provisions of this Article EIGHTH (including, without limitation, all portions of any paragraph of this Article EIGHTH containing any such provision held to be invalid, illegal or unenforceable, that are not themselves invalid, illegal or unenforceable) shall be construed so as to give effect to the intent manifested by the provisions held invalid, illegal or unenforceable.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and by this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH: No holder of any shares of any class or series of capital stock of the Corporation shall be entitled to any preemptive right to subscribe for or otherwise acquire any additional shares of any class or series of capital stock of the Corporation or any securities convertible into, or exercisable or exchangeable for, any shares of any class or series of capital stock of the Corporation, unless otherwise provided pursuant to any agreement with the Corporation.

ELEVENTH: Restrictions with respect to transfers of shares of capital stock of the Corporation may be contained in any agreement among some or all of the stockholders of the Corporation.

IN WITNESS WHEREOF, the undersigned Sole Incorporator hereunder subscribed his name this 27th day of October, 1997.

By: David C. Rex
David C. Rex,
Sole Incorporator
Rt. 130 Douglas Way
Natural Bridge Station, Virginia 24579

db972870132
102797 v8
111:16436-4