

BY-LAWS
OF
FINANCIAL TRUST COMPANY, INC.

ARTICLE I

STOCK

SECTION 1. Capital Stock. The capital of this corporation shall be divided into 1000 non-assessable shares of no par value common stock.

SECTION 2. Certificates for Shares. The certificates for shares of the capital stock of this corporation shall be in such form, not inconsistent with the Articles of Incorporation of the corporation, as shall be prepared or be approved by the Board of Directors. The certificates shall be signed by the President or Vice President, and also by the Secretary. Certificates may be issued for fractional shares at the discretion of the Board of Directors.

SECTION 3. Transfers. Shares of the capital stock of the corporation shall be transferred by endorsement of the certificates representing said shares by the registered holder thereof or his attorney, and their surrender to the Secretary for cancellation. Whereupon the Secretary shall issue to the transferee or transferees, as specified by the endorsement upon the surrendered certificates, new certificates for a like number of shares. Transfers shall be made only upon the books of the corporation and upon said surrender and cancellation, and shall entitle the transferee to all the privileges rights and interests of a shareholder of this corporation.

SECTION 4. Closing of Transfer Books. The stock books shall be closed for the meeting of the shareholders, and for the payment of dividends during such period, not exceeding forty (40) days, as, from time to time, may be determined by the Board of Directors, and during such period no stock shall be transferred upon said books.

SECTION 5. Lost Certificates. In case of the loss of any certificate of shares of stock, upon due proof by the registered holder or his representatives, by affidavit of such loss, the Secretary shall issue a duplicate certificate in its place, upon the corporation being fully indemnified therefor.

SECTION 6. Dividends. The Board of Directors, in its discretion, from time to time, may declare dividends upon the capital stock from the earned surplus and net profits of the corporation.

SECTION 7. Corporate Seal. The Board of Directors shall provide a suitable corporate seal, which seal shall be in charge of the Secretary and shall be used by him.