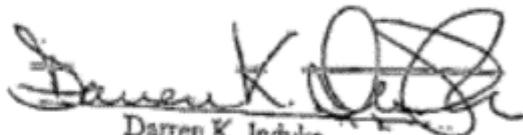


prescribed by the General Corporation Law of the State of Delaware, and all rights conferred in this Certificate of Incorporation upon the stockholders of the Corporation are granted subject to such reservation.

10. 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 for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the General Corporation Law of the State of Delaware, or (d) for any transaction from which the director derived any improper personal benefit.

I, **THE UNDERSIGNED**, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, hereby certify and declare that this is my act and deed and that the facts stated herein are true, and have hereunto set my hand this 12th day of April, 2007.



Darren K. Indyke
Sole Incorporator