

Bylaws
of
Acme Manufacturing Company

Article I
Offices

The principal office of the Corporation shall be located at: 555 Lois Avenue, Trenton, New Jersey. The Corporation may have such other offices, either within or without such State, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the New Jersey Business Corporation Act to be maintained in the State of New Jersey may be, but need not be, identical with the principal office in the State of New Jersey, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with the New Jersey Business Corporation Act.

Article II
Shareholders

Section A. Annual Meeting. The annual meeting of the Shareholders shall be held at 9:00 A.M. on the first Tuesday of May in each year, beginning with the year 2001, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Shareholders as soon thereafter as conveniently may be.

Section B. Special Meetings. Special meetings of the Shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by two of the Board of Directors or by holders of 20% of the shares of the Corporation entitled to vote at the meeting.

Section C. Place of Shareholders' Meeting. The Board of Directors may designate any place, either within or without the State of New Jersey, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all Shareholders entitled to vote at a meeting may designate any place, either within or without the State of New Jersey, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of New Jersey.

Section D. Notice of Meeting. Notice shall be given for each special meeting to each Shareholder of record entitled to vote at such meeting stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called. Such notice shall be given not less than ten nor more than sixty days before the date of the meeting in writing, unless oral notice is reasonable under the circumstances. If mailed, such notice shall be deemed to be delivered when deposited

in the United States mail, addressed to the Shareholder's address as it appears on the stock transfer books of the Corporation, unless a Shareholder shall have filed with the Secretary of the Corporation a written request that notices intended for such Shareholder be mailed to a different address, in which case the notice shall be mailed to the address designated in the request, with postage thereon prepaid. Any notice of meetings may be waived by a Shareholder by submitting a signed waiver either before or after the meeting, or by attendance at the meeting. When a Shareholders' meeting is adjourned for five days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than five days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section E. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining Shareholders entitled to notice of or to vote at any meeting of Shareholders or any adjournment thereof, or Shareholders entitled to receive payment of any dividend, or in order to make a determination of Shareholders for any other proper purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty days. If the stock transfer books shall be closed for the purpose of determining Shareholders entitled to notice of or to vote at a meeting of Shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of Shareholders, such date in any case to be not more than sixty days and not less than ten days prior to the date on which the particular action, requiring such determination of Shareholders, is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of Shareholders entitled to notice of or to vote at a meeting of Shareholders, or Shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of Shareholders. When a determination of Shareholders entitled to vote at any meeting of Shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section F. Voting Lists. The Officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten days before each meeting of Shareholders, a complete list of the Shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any Shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Shareholder during the whole time of the meeting. The original stock transfer book shall be prima facie evidence as to who are the Shareholders entitled to examine such list or transfer books or to vote at any meeting of Shareholders.

Section G. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the Shareholders, unless the vote of a greater number or voting by classes is required by the New Jersey Business Corporation Act, the Certificate Of Incorporation,

or the Bylaws. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum.

Section H. Proxies. At all meetings of Shareholders, a Shareholder may vote either in person or by proxy executed in writing by the Shareholder or by such Shareholder's duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after nine months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Shareholder executing it, except where an irrevocable proxy is permitted by statute. Any executor, administrator, guardian, trustee or other fiduciary, may give proxies. The Board of Directors may, in advance of any annual or special meeting of the Shareholders, prescribe additional regulations concerning the manner of execution and filing of proxies and the validation of the same, which are intended to be voted at any such meeting.

Section I. Voting of Shares. Subject to the provisions of this Article, each outstanding share, regardless of class, shall be entitled to one vote upon each matter submitted to vote at a meeting of Shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the Certificate Of Incorporation.

Section J. Cumulative Voting of Shares. Every Shareholder entitled to vote at any election for Directors may cumulate his or her votes and give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which his or her shares are entitled, or distribute his or her votes on the same principle among as many candidates as he or she thinks fit. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected.

Section K. Voting of Shares by Certain Holders. Neither treasury shares nor, unless the Certificate Of Incorporation otherwise provide, shares held by another corporation where a majority of the shares entitled to vote for the election of Directors of such other corporation is held by this Corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time. Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such corporation may determine. Shares held by an administrator, executor, guardian or conservator may be voted by such person, either in person or by proxy, without a transfer of such shares into the name of such person. Shares standing in the name of a trustee may be voted by such trustee, either in person or by proxy, but no trustee shall be entitled to vote shares held by such trustee without a transfer of such shares into the name of such trustee. Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into the name of such receiver if authority so to do be contained in an appropriate order of the court by which such receiver was appointed. A Shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred. Shares standing in the names of two or more persons shall be voted or represented in accordance with the vote or consent of the

majority of the persons in whose names the shares stand. If only one such person is present in person or by proxy, such person may vote all the shares, and all the shares standing in the names of such persons are represented for the purpose of determining a quorum. This Section applies to the voting of shares by two or more administrators, executors, trustees, or other fiduciaries, unless the instrument or order of court appointing them otherwise directs.

Section L. Action Without a Meeting. Unless prohibited by the New Jersey Business Corporation Act any action required to be taken at a meeting of the Shareholders, or any other action which may be taken at a meeting of the Shareholders, may be taken without a meeting if one or more written consents setting forth the action so taken, shall be signed by Shareholders representing not less than 100% of the shares entitled to vote with respect to the subject matter thereof, unless a higher percentage is specified in the Certificate Of Incorporation.

Section M. Meeting of all Shareholders. If all of the Shareholders shall meet at any time and place, either within or without the State of New Jersey, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section N. Voting by Ballot. Voting by Shareholders on any question or on any election may be voice unless the presiding Officer shall order or any Shareholder shall demand that voting be by ballot.

Article III **Board of Directors**

Section A. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section B. Number, Tenure, and Qualifications. The Board of Directors of the Corporation shall consist of a minimum of one and a maximum of seven members. The number of Directors may be fixed or changed from time to time, within that minimum and maximum, by the Shareholders or Board of Directors, in accordance with the provisions of this paragraph. The Shareholders may increase or decrease the number of Directors last approved by the Shareholders. At the first annual meeting of Shareholders and at each annual meeting thereafter the Shareholders shall elect Directors to hold office for the term for which elected, and until the successors of such Director shall have been elected and qualified. Directors must be of legal age.

Section C. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of Shareholders, for the election or appointment of Officers and for the transaction of any other business. The Board of Directors may provide, by resolution, the time and place, either within or without the State of New Jersey, for the holding of additional regular meetings without other notice than such resolution.

Section D. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any one Director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of New Jersey, as the place for holding any special

meeting of the Board of Directors called by such person or persons.

Section E. Notice. Notice shall be given for any regular or special meeting of the Board of Directors to each Director stating the date, time and place of the meeting. Such notice shall be given at least two days prior thereto in writing, unless oral notice is reasonable under the circumstances. If mailed, such notice shall be deemed to be delivered on the earlier of two days after deposit in the United States mail addressed to the Director's address as shown on the Corporation's records with postage thereon prepaid or upon receipt. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section F. Conduct of Meeting. All Directors, to the extent possible, shall personally attend regular and special meetings of the Board of Directors. However, any Director may participate in any regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section G. Quorum. A majority of the number of the duly elected and qualified Directors shall constitute a quorum for the transaction of business; provided, that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. When a Directors' meeting is adjourned for five days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than five days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section H. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section I. Vacancies. Any vacancy occurring in the Board of Directors and any Directorship may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of any increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of Shareholders called for that purpose.

Section J. Removal of Directors. The entire Board of Directors or any Director may be removed either with or without cause, at any time, by a vote of the Shareholders holding a majority of the shares then issued and outstanding and who were entitled to vote for the election of the Director sought to be removed, at any special meeting called for that purpose, or at the annual meeting. Except as otherwise prescribed by the New Jersey Business Corporation Act, a Director may be removed for cause by vote of a majority of the entire Board.

Section K. Resignation of Director. Any Director may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section L. Compensation. The Board of Directors, by the affirmative vote of a majority of Directors then in office, and irrespective of any personal interest of any of its

members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, Officers, or otherwise. By resolution of the Board of Directors the Directors may be paid their expenses, if any, of attendance at each meeting of the Board.

Section M. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent of such Director shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section N. Action Without a Meeting. Unless prohibited by the New Jersey Business Corporation Act any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of the Directors or of a committee of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the members of the committee of Directors, as the case may be, entitled to vote with respect to the subject matter thereof.

Article IV **Committees**

Section A. Executive Committee. The Board of Directors by resolution adopted by a majority of the full board, may designate two or more of its members to constitute an Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Certificate Of Incorporation, adopting a plan of merger or consolidation, recommending to the Shareholders the sale, lease or other disposition of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, recommending to the Shareholders a voluntary dissolution of the Corporation or a revocation thereof, or amending the Bylaws of the Corporation.

Section B. Tenure and Qualifications. Each member of each Committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of such Committee and is elected and qualified.

Section C. Meetings. Regular meetings of each Committee may be held without notice at such times and places as each Committee may fix from time to time by resolution. Special meetings of each Committee may be called by any member thereof upon not less than two days notice stating the place, date and hour of the meeting, which notice may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of each Committee at his or her address designated to the Corporation. Any member of a Committee may waive

notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of a Committee need not state the business proposed to be transacted at the meeting.

Section D. Quorum. A majority of the members of a Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of a Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section E. Action Without a Meeting. Any action that may be taken by a Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the members of such Committee.

Section F. Vacancies. Any vacancy in a Committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section G. Resignations and Removal. Any member of a Committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of a Committee may resign from such Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section H. Procedure. Each Committee shall elect a presiding officer from its members and may fix its own rules or procedures which shall not be inconsistent with these Bylaws.

Article V **Officers**

Section A. Number. The Officers of the Corporation shall consist of a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, and such assistant Officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section B. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of Shareholders. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an Officer or agent shall not of itself create contract rights.

Section C. Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section D. Resignation. Any Officer or agent may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the

Corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section E. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section F. The President. The President shall be the principal executive officer of the Corporation and, subject to the general powers of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Shareholders and of the Board of Directors and shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Bylaws or by the Board of Directors from time to time.

Section G. The Vice-President(s). The Vice-President (or in the event there be more than one Vice-President, the Vice-President in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President in the event of the President's absence, death, inability or refusal to act. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President; and in addition thereto, shall perform such other duties as may be assigned by the President or by the Board of Directors, or as may be prescribed by the Bylaws.

Section H. The Secretary. The Secretary shall: (a) keep the minutes of the Shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each Shareholder which shall be furnished to the Secretary by such Shareholder; (e) have general charge of the stock transfer books of the Corporation; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section I. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section J. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which appointed to be assistant, or as to which appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Section K. Compensation. The compensation of the Officers shall be fixed from time to time by the Board of Directors and no Officer shall be prevented from receiving such compensation by reason of the fact that such Officer is also a Director of the Corporation.

Article VI **Indemnification of Officers**

This Corporation shall indemnify an Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as an officer, director, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer or person relating to his or her conduct as an Officer of this Corporation or as an officer, director, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the New Jersey Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Shareholders, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article VII **Written Instruments, Loans and Deposits**

Section A. Written Instruments. Subject always to the specific directions of the Board of Directors, all deeds and mortgages made by the Corporation to which the Corporation shall be a party shall be executed in its name by the President or the Vice-President and attested by the Secretary or the Treasurer. All other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by any Officer.

Section B. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section C. Directors' Contracts. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation

is interested; and no contract, act or transaction of this Corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any Director or Directors of this Corporation is a party, or are parties to, or interested in, such contract, act, or transaction, or in any way connected with such person or persons, firm or association and each and every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of such person or any firm or corporation in which such person may be in any way interested.

Article VIII **Certificates for Shares and Their Transfer**

Section A. Certificates for Shares. Subject to the provisions of the New Jersey Business Corporation Act, certificates representing shares of the Corporation shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice-President and the Secretary or an Assistant Secretary of the Corporation. The signatures of the President or Vice-President and the Secretary or an Assistant Secretary upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the Corporation itself or an employee of the Corporation. All certificates for shares shall be consecutively numbered or otherwise identified. All certificates shall state the registered holder's name, the number and class of shares represented thereby, the date of issue, the par value of such shares, or that they are without par value. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in the case of a lost, destroyed, or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

Section B. Transfers of Shares. Subject to the rights conferred by the laws of the State of New Jersey, transfers of shares of the Corporation shall be made only on the books of the Corporation by the holder of record thereof or by the legal representative of such holder, who shall furnish proper evidence of authority to transfer, or by an attorney for such holder thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and only on surrender for cancellation of the certificate for such shares. Except as otherwise provided by law, the person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation.

Section C. Stock Regulations. The Board of Directors shall have the power and authority to make all such further rules and regulations not inconsistent with the laws of the State of New Jersey as they may deem expedient concerning the issue, transfer, and registration of certificates representing shares of the Corporation.

Section D. Subscriptions. Subscriptions to the shares shall be paid at such times and in such installments as the Board of Directors may determine. If default shall be made in the payment of any installment as required by such resolution, the Board may declare the shares and all previous payments thereon forfeited for the use of the Corporation, in the manner prescribed by statute.

Section E. Transfer Agent. The Board of Directors shall have power to appoint one or more Transfer Agents and Registrars for the transfer and registration of

certificates of stock of any class, and may require that stock certificates shall be countersigned and registered by one or more of such Transfer Agents and Registrars.

Section F. Lost Certificate. In case any certificate for the capital stock of the Corporation shall be lost, stolen, or destroyed, the Corporation may require such proof of the fact and such indemnity to be given to it and to its Transfer Agent and Registrar, if any, as shall be deemed necessary or advisable by it.

Article IX **Fiscal Year**

The fiscal year of the Corporation shall end on the last day of December in each year.

Article X **Distributions to Shareholders**

The Board of Directors may from time to time declare, and the Corporation may pay, distributions on its outstanding shares in the manner and upon the terms and conditions provided by its Certificate Of Incorporation and the New Jersey Business Corporation Act. The Board of Directors may fix a record date for the determination of the Shareholders entitled to receive any dividend or distribution, or any allotment of rights, or to exercise rights in respect to any change, conversion, or exchange of shares. The record date so fixed shall be not more than forty-five days prior to the date or event for the purposes of which it is fixed. When a record date is so fixed, only Shareholders of record on that date are entitled to receive the dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date.

Article XI **Voting of Shares Owned by Corporation**

Subject always to the specific directions of the Board of Directors, any share or shares of stock issued by any other corporation and owned or controlled by the Corporation may be voted at any Shareholder's meeting of such other corporation by the President of the Corporation if present, or if not present by the Vice-President of the Corporation. Whenever, in the judgment of the President, or if not present, of the Vice-President, it is desirable for the Corporation to execute a proxy or give a Shareholders' consent in respect to any share or shares of stock issued by any other corporation and owned by the Corporation, such proxy or consent shall be executed in the name of the Corporation by the President or the Vice-President of the Corporation and shall be attested by the Secretary of the Corporation without necessity of any authorization by the Board of Directors. Any person or persons designated in the manner above stated as the proxy or proxies of the Corporation shall have full right, power, and authority to vote the share or shares of stock issued by such other corporation and owned by the Corporation the same as such share or shares might be voted by the Corporation.

Article XII **Waiver of Notice**

Whenever any notice is required to be given to any Shareholder or Director of the Corporation under the provisions of the Certificate Of Incorporation, Bylaws, or the New Jersey Business Corporation Act, a waiver thereof in writing, signed by the person or

persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII
Amendments

These Bylaws may be altered, amended or repealed by a majority vote of the Directors at any regular or special meeting or by the Shareholders; provided, however, that the power of the Board of Directors to alter, amend or repeal may be expressly limited in the Certificate Of Incorporation.

The foregoing are the Bylaws of Acme Manufacturing Company, duly adopted by the Board of Directors of said Corporation on November 4, 2000.

Acme Manufacturing Company

By _____
Sam Spade, Secretary