

Acme Manufacturing Company

Minutes Of Organizational Meeting Of Directors

Held: November 4, 2000

Pursuant to the Bylaws of Acme Manufacturing Company, the organizational meeting of the Directors of said Corporation was held at the Corporation's office, 555 South Avenue, Cleveland, Ohio, on November 4, 2000. A quorum of the Directors of the Corporation were present in person at the meeting.

Upon the consent and approval of the Directors, Henry Smith was chosen to serve as Chairman of the meeting and Sam Spade was chosen to serve as Secretary of the meeting.

At the request of the Chairman, the Secretary submitted a set of Bylaws prepared by the attorney for the Corporation which was read article by article and as a whole adopted pursuant to the following resolution duly made, seconded, and unanimously carried:

RESOLVED, that the Bylaws presented at this meeting by the Secretary be and the same hereby are adopted as the Bylaws of this Corporation and that the same shall be filed by the Secretary in the Corporation's permanent book of records, immediately following the Corporation's Articles Of Incorporation.

The Secretary presented a corporate record book and requested that such record book be designated as the official and permanent book of records and minutes of the Corporation. Thereupon, upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the corporate record book presented at this meeting by the Secretary be and the same is hereby adopted as the official and permanent book of records and minutes of this Corporation in which this Corporation's Articles Of Incorporation, Bylaws, minutes, and unissued certificates representing shares of stock shall be filed and maintained.

The Secretary presented a form of certificate representing shares of the Corporation's common capital stock. Thereupon, upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the certificates representing shares of the common capital stock of this Corporation shall be in the form of the specimen stock certificate presented at this meeting and that a specimen stock certificate in such form be inserted in the Corporation's official and permanent book of records immediately following the minutes of this meeting.

The Chairman called for the nomination of Officers. Thereupon, the following persons were nominated for Officers of the Corporation, to serve for the term provided in

the Bylaws:

President	Henry Smith
Vice President	Sally Smith
Secretary	Sam Spade
Treasurer	Henry Smith

There being no further nominations, nominations were closed and the Directors proceeded to vote on the nominees. All Directors present having voted and the vote having been counted, the Chairman announced the aforesaid nominees had been duly elected to the office set before their respective names by the affirmative vote of all the Directors of the Corporation present at this meeting, to serve for the term provided in the Bylaws for their respective offices.

The Chairman stated that a depository for the funds of the Corporation and designation of a bank with which the Corporation would do business should be selected, and also designation of the Officers of the Corporation who would be authorized to transact business with the bank and handle funds of the Corporation should be made. The Chairman further stated that the Corporation might maintain one or more bank accounts at such authorized depository. The Chairman then presented a form of bank resolution, and after full discussion of the matter, upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

RESOLVED, that First National Bank, Cleveland, Ohio, be and the same is hereby designated as the depository in which funds of this Corporation may be deposited;

RESOLVED, that the form of certification furnished by First National Bank and presented at this meeting be made a part of the minutes of this meeting, and that the resolutions contained therein be and the same hereby are adopted as the resolutions of the Directors of this Corporation;

RESOLVED, that the Officers of this Corporation are hereby authorized, directed, and empowered to do all things and execute such documents as may be necessary to effect the above resolutions.

The Chairman stated that the advice and counsel of the Corporation's attorney had been sought for purposes of determining the fiscal year for the Corporation, and such advisor had recommended a fiscal year ending as of the end of December. After full discussion of the matter and upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this Corporation hereby adopts for purposes of its financial books and records and for purposes of its federal and state income tax returns, a fiscal year ending as of the end of December.

The Chairman stated that the Corporation should elect its method of accounting, pursuant to Section 446(c) of the Internal Revenue Code. The Chairman noted that the Corporation's attorney recommended that the Corporation operate on the accrual method of accounting for purposes of clearly reflecting those items of income and expense attributable to a given fiscal year of the Corporation. After full discussion of the matter and upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this Corporation hereby adopts for purposes of its financial books and records and for purposes of its federal and state income tax returns, the accrual method of accounting.

The Chairman stated that the Corporation should establish its capitalization. The Chairman explained that under the Corporation's Articles Of Incorporation, the Corporation was authorized to issue 100,000 shares of no par value common stock.

It was then explained that persons listed on Exhibit A attached hereto had offered to contribute the assets listed on Exhibit A to this Corporation in exchange for the issuance of the number of shares of common stock listed on Exhibit A by this Corporation. After thorough discussion of the matter, it was agreed that such plan of capitalization of the Corporation should be approved, and upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this Corporation hereby accepts and approves the offer of persons listed on Exhibit A to contribute the assets listed on Exhibit A to this Corporation; and in exchange for the transfer of such assets to this Corporation, the President and Secretary of this Corporation are hereby authorized and directed to issue, execute, and deliver to persons listed on Exhibit A the number of shares of this Corporation's no par value common stock listed on Exhibit A.

There being no further business to come before the meeting, upon the consent and approval of the Directors, the meeting was duly adjourned.

Sam Spade, Secretary

APPROVED:

Henry Smith, Chairman

Waiver Of Notice

We, the undersigned, being Directors of Acme Manufacturing Company, do hereby waive notice of the foregoing organizational meeting of the Directors of said Corporation held November 4, 2000, and hereby ratify and confirm the action taken thereat.

Sam Spade

Henry Smith