
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO

FORM S-3
Registration Statement
Under The Securities Act of 1933

EASTMAN KODAK COMPANY

(Exact name of Registrant as specified in its charter)

New Jersey
(State or other jurisdiction of incorporation or organization)

16-0417150
(I.R.S. Employer Identification Number)

343 State Street
Rochester, New York 14650
(585) 724-4000
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Joyce P. Haag
General Counsel and Senior Vice President
Eastman Kodak Company
343 State Street
Rochester, New York 14650
(585) 724-4000
SEE TABLE OF ADDITIONAL REGISTRANTS
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Larry W. Sonsini, Esq.
Selim Day, Esq.
Wilson Sonsini Goodrich & Rosati,
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered(1)(2)	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Unit(1)(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Debt Securities(4)				
Common Stock, \$2.50 par value(4)				
Preferred Stock, \$10.00 par value(4)				
Warrants				
Guarantees of Debt Securities				

- (1) An indeterminate amount of each identified class of securities to be offered at indeterminate prices is being registered pursuant to this registration statement.
- (2) Omitted pursuant to General Instruction II.E. of Form S-3.
- (3) The registrant is deferring payment of the registration fee pursuant to Rule 456(b) and is omitting this information in reliance on Rule 456(b) and Rule 457(r). Any registration fees will be paid subsequently on a pay-as-you-go basis in accordance with Rule 457(r).
- (4) Also includes such indeterminate amount of debt securities, preferred stock or common stock as may be issued upon conversion of, or in exchange for, or upon exercise of, or pursuant to, warrants, or convertible or exchangeable debt securities, or preferred stock that provides for exercise or conversion into or purchase of such securities of Eastman Kodak Company. Separate consideration may or may not be received for any debt securities or any shares of preferred stock or common stock so issued upon conversion, exchange or redemption.

TABLE OF ADDITIONAL REGISTRANTS

Registrant	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Number	I.R.S. Employer Identification Number
Creo Manufacturing America LLC(1)	Wyoming	8741	20-0754412
Eastman Gelatine Corporation(2)	Massachusetts	2899	04-1272190
Eastman Kodak International Capital Company, Inc.(3)	Delaware	8741	16-0952341
Far East Development Ltd.(4)	Delaware	8741	16-1152300
FPC Inc.(5)	California	5065	95-3519183
Kodak Americas, Ltd.(6)	New York	8741	66-0216256
Kodak Aviation Leasing LLC(7)	Delaware	4522	06-1585224
Kodak Imaging Network, Inc.(8)	Delaware	7375	94-3334107
Kodak (Near East), Inc.(9)	New York	8741	16-6027936
Kodak Philippines, Ltd.(10)	New York	8741	16-0747862
Kodak Portuguesa Limited(11)	New York	8741	16-0839171
Kodak Realty, Inc.(12)	New York	8741	16-0912045
Laser Edit, Inc.(13)	California	7819	95-3900451
Laser-Pacific Media Corporation(14)	Delaware	7819	95-3824617
NPEC Inc.(15)	California	8741	16-1375677
Pacific Video, Inc.(16)	Delaware	7819	95-3806602
Pakon, Inc.(17)	Indiana	8741	35-1643462
Qualex Inc.(18)	Delaware	7384	16-1306019

(Address including zip code, and telephone number, including area code, of additional Registrant's principal executive offices)

- (1) 1720 Carey Avenue, Suite 200, Cheyenne, WY 82001, Tel. (585) 724-4000
- (2) 227 Washington Street, Peabody, MA 01960, Tel. (800) 833-6597
- (3) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (4) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (5) 6677 Santa Monica Boulevard, Hollywood, CA 90038, Tel. (323) 468-5774
- (6) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (7) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (8) 1480 64th Street, Suite 300, Emeryville, CA 94608, Tel: (510) 229-1200
- (9) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (10) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (11) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (12) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (13) 809 North Cahuenga Boulevard, Los Angeles, CA 90038, Tel: (323) 462-6266
- (14) 809 North Cahuenga Boulevard, Los Angeles, CA 90038, Tel: (323) 462-6266
- (15) 343 State Street, Rochester, NY 14650, Tel: (585) 724-4000
- (16) 809 North Cahuenga Boulevard, Los Angeles, CA 90038, Tel: (323) 462-6266
- (17) 251 East Ohio Street, Suite 1100, Indianapolis, IN 46204, Tel. (585) 724-4000
- (18) 2040 Stirrup Creek Drive, Suite 100, Durham, NC 27703, Tel. (919) 383-8535

EXPLANATORY NOTE

This Post Effective Amendment No. 1 to our Registration Statement on Form S-3 (File No. 333-160889) is being filed to qualify the Indenture, dated as of September 29, 2009, by and between us and Bank of New York Mellon, as trustee, related to our 10.50% Senior Secured Notes due 2017, to add to the Registration Statement the specified guarantors set forth in the table captioned “Table of Additional Registrants” (the “Guarantors”) and to include the associated guarantees of such Guarantors.

EASTMAN KODAK COMPANY

**Debt Securities
Common Stock
Preferred Stock
Warrants
Guarantees**

We, or selling security holders, may offer from time to time, in one or more offerings, debt securities, common stock, preferred stock, warrants, guarantees of our debt securities or any combination thereof. The debt securities, preferred stock and warrants may be convertible into or exercisable or exchangeable for common or preferred stock or other securities of our company. We will provide the specific terms of any offering of these securities in a supplement to this prospectus.

This prospectus may not be used to sell securities unless accompanied by a prospectus supplement which will describe the method and terms of the related offering. The prospectus supplement will also describe the specific manner in which we will offer these securities and may also add to, update or change information contained in the prospectus. We urge you to carefully read this prospectus and the applicable prospectus supplement, as well as the documents incorporated by reference herein or therein, before you make your investment decision.

Our common stock is listed on the New York Stock Exchange under the symbol "EK." On January 27, 2010, the last reported sale price for our common stock was \$4.75 per share. We do not expect our warrants or debt securities to be listed on any securities exchange or over-the-counter market.

See "Risk Factors" on page 3 of this prospectus and any risk factors section contained in the applicable prospectus supplement or any related free writing prospectus and under similar headings in the documents we incorporate by reference with this prospectus to read about factors you should consider before investing in these securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

We, or selling security holders, may sell the securities to or through one or more underwriters, through dealers or agents, or through a combination of these methods on an immediate, continuous or delayed basis. If any underwriters, agents or dealers are involved in the sale of any securities, the applicable prospectus supplement will set forth their names and any applicable commissions or discounts.

The date of this prospectus is January 28, 2010.

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This prospectus does not constitute an offer to sell, or a solicitation of an offer to purchase, the securities offered by this prospectus in any jurisdiction to or from any person whom or from whom it is unlawful to make such offer or solicitation of an offer in such jurisdiction.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, using a “shelf” registration process. Under this shelf process, we, or selling security holders, may sell any combination of the securities described in this prospectus in one or more offerings at any time and from time to time.

This prospectus provides you with a general description of the securities we or selling security holders may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add to, update or change information contained in the prospectus and, accordingly, to the extent inconsistent, information in this prospectus is superseded by the information in the prospectus supplement.

The prospectus supplement to be attached to the front of this prospectus may describe, as applicable, the terms of the securities offered, the initial public offering price, the price paid for the securities, net proceeds and the other specific terms related to the offering of these securities.

You should only rely on the information contained or incorporated by reference in this prospectus and any prospectus supplement or free writing prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should not assume that the information in this prospectus or any prospectus supplement or free writing prospectus is accurate as of any date other than the date on the cover of the applicable document and that any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since that date.

The terms the “Company,” “we,” “us,” “our” and “Kodak” as used in this prospectus refer to Eastman Kodak Company and its subsidiaries. The phrase “this prospectus” refers to this prospectus and any applicable prospectus supplement, unless the context otherwise requires.

THE COMPANY

Eastman Kodak Company is the world’s foremost imaging innovator, providing imaging technology products and services to the photographic and graphic communications markets.

Kodak was founded by George Eastman in 1880 and incorporated in 1901 in the State of New Jersey. The Company is headquartered in Rochester, New York. Our executive offices are located at 343 State Street, Rochester, New York 14650, and our telephone number is (585) 724-4000. Information about the Company is available on the internet at www.kodak.com. We have not incorporated by reference into this prospectus the information on our website and it is not part of this prospectus.

THE GUARANTORS

Certain of the debt securities offered hereby will be guaranteed by each of the existing and future wholly-owned direct and indirect domestic restricted subsidiaries of Eastman Kodak Company (subject to certain limitations), which we refer to as the guarantors. If in the future there are additional guarantors, we will amend this registration statement to include such additional guarantors. The current guarantors, along with brief descriptions of their business activities, are listed below.

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Guarantor	Description
• Creo Manufacturing America LLC	Dormant
• Eastman Gelatine Corporation	Manufacturer of gelatine used in the production of film base
• Eastman Kodak International Capital Company, Inc.	Holding company that owns certain foreign indirect subsidiaries of Eastman Kodak Company
• Far East Development Ltd.	Receives service charges related to the domestic operations of Eastman Kodak Company and its subsidiaries
• FPC Inc.	Indirect subsidiary of Eastman Kodak Company that disposes of and recycles motion picture film products
• Kodak Americas, Ltd.	Holding company that owns certain foreign indirect subsidiaries of Eastman Kodak Company in Latin America
• Kodak Aviation Leasing LLC	Leases aircraft used in the business operations of Eastman Kodak Company and its subsidiaries
• Kodak Imaging Network, Inc.	Owens and operates Eastman Kodak Company's online photography service, offering digital and film processing services, photographic print production and online storage of photographs
• Kodak (Near East), Inc.	Holding company that owns and operates certain foreign indirect subsidiaries of Eastman Kodak Company in eastern Europe and the Middle East
• Kodak Philippines, Ltd.	Holding company that owns and operates a foreign indirect subsidiary of Eastman Kodak Company in The Philippines
• Kodak Portuguesa Limited	Holding company that owns and operates a foreign indirect subsidiary of Eastman Kodak Company in Portugal
• Kodak Realty, Inc.	Provides communications and real estate services for Eastman Kodak Company and its subsidiaries
• Laser Edit, Inc.	Indirect subsidiary of Eastman Kodak Company that provides post-production services to the television and motion picture industries

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<u>Guarantor</u>	<u>Description</u>
• Laser-Pacific Media Corporation	Holding company that owns certain domestic indirect subsidiaries of Eastman Kodak Company engaged in businesses related to the television and motion picture industries
• NPEC Inc.	Manages Eastman Kodak Company's monitoring and remediation activities related to its environmental exposures
• Pacific Video, Inc.	Indirect subsidiary of Eastman Kodak Company that provides post-production services to the television and motion picture industries
• Pakon, Inc.	No current operations or assets
• Qualex Inc.	Provides photographic services to domestic shopping centers, major theme parks and family vacation destinations

The relevant prospectus supplement will specify, as applicable, that the debt securities offered thereby are guaranteed by the guarantors.

RECENT DEVELOPMENTS

On January 28, 2010, we announced our preliminary 2009 fourth quarter and full year unaudited financial results. For the fourth quarter of 2009, we reported earnings from continuing operations of \$430 million, or diluted earnings per share of \$1.36 and net income of \$444 million, or diluted earnings per share of \$1.40. Fourth-quarter net sales were \$2.582 billion, a 6% increase from the year-ago quarter. For full-year 2009, we reported a loss from continuing operations of \$232 million, or a diluted loss per share of \$0.87 and a net loss of \$209 million, or a diluted loss per share of \$0.78. Full-year net sales totaled \$7.606 billion, a 19% decline from 2008. Audited financial statements as of and for the year ended December 31, 2009 will be included in our Annual Report on Form 10-K to be filed with the SEC. Our audited results may be different than the preliminary results set forth above.

The preliminary financial data included in this registration statement has been prepared by and is the responsibility of Eastman Kodak Company's management. PricewaterhouseCoopers LLP has not audited, reviewed, compiled or performed any procedures with respect to the accompanying preliminary financial data. Accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto.

RISK FACTORS

Our business is subject to uncertainties and risks. You should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risk factors incorporated by reference from our most recent annual report on Form 10-K, as updated by our quarterly reports on Form 10-Q, current reports on Form 8-K and other filings we make with the SEC. It is possible that our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

FORWARD LOOKING STATEMENTS

Certain statements in this prospectus and the documents we incorporate by reference may be forward-looking in nature, or "forward-looking statements" as defined in the United States Private Securities Litigation Reform Act of 1995. For example, references to our expectations regarding the following are forward-looking statements: revenue; revenue growth; earnings; cash generation; increased demand for our products, including commercial printing products, digital cameras and devices; new product introductions; potential revenue, cash and earnings from intellectual property licensing; liquidity and benefits costs.

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Actual results may differ from those expressed or implied in forward-looking statements. Important factors that could cause actual results to differ materially from the forward-looking statements include, among others, the risks, uncertainties, assumptions and factors specified in the Company's Annual Report on Form 10-K for the year ended December 31, 2008 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009, September 30, 2009 and the 8-K filed on September 16, 2009 under the headings "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Cautionary Statement Pursuant to Safe Harbor Provisions the Private Litigation Reform Act of 1995" and in other filings we make with the SEC from time to time. We caution readers to carefully consider such factors. Many of these factors are beyond our control. In addition, any forward-looking statements represent our estimates only as of the date they are made, and should not be relied upon as representing our estimates as of any subsequent date. While we may elect to update forward-looking statements at some point in the future, we specifically disclaim any obligation to do so, even if our estimates change.

Any forward-looking statements in this report should be evaluated in light of the factors and uncertainties referenced above and should not be unduly relied upon.

The prospective financial information contained in the Company's Current Report on Form 8-K filed on February 4, 2009 and incorporated by reference in this registration statement has been prepared by, and is the responsibility of, the Company's management. PricewaterhouseCoopers LLP has neither examined, compiled nor performed any procedures with respect to such prospective financial information and, accordingly, PricewaterhouseCoopers LLP does not express an opinion or any other form of assurance with respect thereto. The PricewaterhouseCoopers LLP report incorporated by reference in this registration statement relates to the Company's historical information. It does not extend to the prospective financial information and should not be read to do so.

USE OF PROCEEDS

Unless otherwise indicated in the applicable prospectus supplement or free writing prospectus, we anticipate that the net proceeds from the sale of the securities that we may offer under this prospectus and any applicable prospectus supplement or free writing prospectus will be used for general corporate purposes. We will have significant discretion in the use of any net proceeds. Investors will be relying on the judgment of our management regarding the application of the proceeds of any sale of the securities. We may invest the net proceeds temporarily until we use them for their stated purpose. If we decide to use the net proceeds from a particular offering of securities for a specific purpose, we will describe that purpose in the applicable prospectus supplement and/or free writing prospectus. Unless otherwise specified in the applicable prospectus supplement, we will not receive any proceeds from the sale of securities by selling security holders.

RATIO OF EARNINGS TO FIXED CHARGES

	Fiscal Year Ended					Nine Months Ended
	December 31, 2008	December 31, 2007	December 31, 2006	December 31, 2005	December 31, 2004	September 30, 2009
Ratio of earnings to fixed charges(1)	N/A	N/A	N/A	N/A	N/A	N/A

- (1) For purposes of calculating the ratio of earnings to fixed charges, earnings represent earnings from continuing operations before income taxes and before income or loss from equity investments, plus (a) fixed charges, (b) amortization of capitalized interest, (c) distributed income of equity investees and (d) share of pre-tax loss of equity investees for which charges arising from guarantees are included in fixed charges, less (a) interest capitalized and (b) the non-controlling interest in pre-tax income of subsidiaries that have not incurred fixed charges. Fixed charges consist of interest expense, the interest component of rental expense, and capitalized interest. (The interest portion of rental expense is assumed to approximate one-third of rental expense.) Earnings were inadequate to cover fixed charges by \$875 million, \$251 million, \$549 million, \$1,204 million and \$635 million for the fiscal years ended December 31, 2008, December 31, 2007, December 31, 2006, December 31, 2005 and December 31, 2004, respectively, and by \$604 million for the nine months ended September 30, 2009.

DESCRIPTION OF THE SECURITIES

We may issue from time to time, in one or more offerings, the following securities:

- debt securities, which may be senior or subordinated, and which may be convertible into our common stock or preferred stock or be non-convertible;
- shares of common stock;
- shares of preferred stock;
- warrants exercisable for debt securities, common stock or preferred stock; and
- guarantees of debt securities.

We will set forth in the applicable prospectus supplement or free writing prospectus a description of the debt securities, preferred stock, warrants and/or guarantees that may be offered under this prospectus. The terms of the offering of securities, the initial offering price and the net proceeds to us will be contained in the applicable prospectus supplement, and other offering material, relating to such offer.

The following is a brief description of our common stock:

Dividend Rights

Each share of our common stock ranks equally with all other shares of our common stock with respect to dividends. Dividends may be declared by our board of directors and paid by us at such times as the board of directors determines, all pursuant to the provisions of the New Jersey Business Corporation Act.

Voting Rights

Each holder of our common stock is entitled to one vote per share. Our common stock does not have cumulative voting rights. Holders of our common stock are entitled to vote on all matters requiring

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shareholder approval under New Jersey law and our amended and restated certificate of incorporation and amended and restated bylaws, and to elect the members of the board of directors.

Liquidation Rights

Holders of our common stock are entitled to receive all assets that remain after payment to creditors and holders of preferred stock.

Preemptive or Other Rights

Holders of our common stock are not entitled to preemptive rights. There are no provisions for redemption, conversion rights, sinking funds, or liability for further calls or assessments by us with respect to our common stock.

Anti-Takeover Protection

Under the New Jersey Shareholders Protection Act, shareholders owning 10% or more of the voting power of some New Jersey corporations, including us, are prohibited from engaging in mergers or other business combination transactions with the corporation for a period of five years, or longer in some circumstances, after the shareholder first acquired at least 10% of the voting power. These restrictions are subject to important exceptions.

Transfer Agent and Registrar

Equiserve Trust Company, N.A. serves as the registrar and transfer agent for our common stock.

Stock Exchange Listing

Our common stock is listed on the New York Stock Exchange. The trading symbol for our common stock on this exchange is "EK."

SELLING SECURITY HOLDERS

Selling security holders may use this prospectus in connection with resales of securities. The applicable prospectus supplement, post-effective amendment or other filings we make with the SEC under the Securities Exchange Act of 1934, as amended, will identify the selling security holders, the terms of the securities and the transaction in which the selling security holders acquired the securities, indicate the nature of any relationship such holders have had with us or any of our affiliates during the three years preceding such offering, state the amount of securities of the class owned by such security holder prior to the offering and the amount to be offered for the security holder's account, and state the amount and (if one percent or more) the percentage of the class to be owned by such security holder after completion of the offering. Selling security holders may be deemed to be underwriters in connection with the securities they resell and any profits on the sales may be deemed to be underwriting discounts and commission under the Securities Act of 1933, as amended. Unless otherwise specified in the applicable prospectus supplement, we will not receive any proceeds from the sale of securities by selling security holders.

LEGAL MATTERS

In connection with offerings of particular securities in the future, and if stated in the appropriate prospectus supplement, the validity of the securities offered pursuant to this prospectus and any prospectus supplement will be passed upon for us by Joyce P. Haag, Esquire, General Counsel and Senior Vice President of the Company, Wilson Sonsini Goodrich & Rosati, Professional Corporation, Palo Alto, California and Day Pitney LLP.

EXPERTS

The financial statements incorporated in this Prospectus by reference to Eastman Kodak Company's Current Report on Form 8-K dated January 28, 2010 and the financial statement schedule and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the Annual Report on Form 10-K of Eastman Kodak Company for the year ended December 31, 2008 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus, and information that we file later with the SEC will automatically update and supersede information included or previously incorporated by reference into this prospectus from the date we file the document containing such information. Except to the extent furnished and not filed with the SEC pursuant to Item 2.02 or Item 7.01 of Form 8-K or as otherwise permitted by the SEC rules, we incorporate by reference the documents listed below and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, from the date of this prospectus until the completion of the offering in the relevant prospectus supplement to which this prospectus relates or this offering is terminated.

The documents we incorporate by reference into this prospectus are:

1. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (certain information contained in such Annual Report on Form 10-K, including the consolidated financial statements, have been superseded by information filed under Item 8.01 in the Current Report on Form 8-K filed on January 28, 2010), filed on February 27, 2009, including portions of our Proxy Statement for our 2009 Annual Meeting of Stockholders held on May 13, 2009 to the extent specifically incorporated by reference into such Form 10-K;

2. Our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2009, filed on April 30, 2009, June 30, 2009, filed on July 30, 2009, and September 30, 2009, filed on October 29, 2009 (certain information contained in the Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009, including the consolidated financial statements, have been superseded by information filed under Item 8.01 in the Current Report on Form 8-K filed on January 28, 2010); and

3. Our Current Reports on Form 8-K filed on January 29, 2009 (only with respect to information filed and not with respect to Exhibit 99.1 or Exhibit 99.2 to the Current Report on Form 8-K first filed on such date), February 4, 2009, March 2, 2009, March 24, 2009, April 3, 2009, April 30, 2009 (only with respect to information filed and not with respect to Exhibit 99.1 to the Current Report on Form 8-K first filed on such date), June 1, 2009 (as amended on June 22, 2009), June 18, 2009, June 29, 2009, July 30, 2009, (only with respect to information filed and not with respect to Exhibit 99.1), September 16, 2009, September 17, 2009 (only with respect to information filed and not with respect to the portions of Exhibit 99.1 of the second Current Report on Form 8-K filed on such date which is deemed furnished pursuant to Item 7.01 of Form 8-K), September 18, 2009 (only the second Current Report on Form 8-K filed on such date), September 23, 2009, September 30, 2009, October 29, 2009 (only with respect to information filed and not with respect to Exhibit 99.1), December 4, 2009, December 23, 2009, January 11, 2010 and January 28, 2010 (only with respect to information filed and not with respect to Exhibit 99.1 or 99.2 of the Current Report on Form 8-K first filed on such date).

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You may request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Eastman Kodak Company
343 State Street
Rochester, New York 14650
(585) 724-5492
Attention: Office of the Corporate Secretary

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934. We therefore file periodic reports, current reports, proxy statements and other information with the SEC. The public may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operations of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically.

Our Internet address is www.kodak.com (which is not intended to be an active hyperlink in this prospectus). We make available, free of charge, through our Internet website copies of our recent filings with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after filing such material electronically or otherwise furnishing it to the SEC. Information contained on our website is not incorporated by reference to this prospectus.

EASTMAN KODAK COMPANY

Debt Securities

Common Stock

Preferred Stock

Warrants

Guarantees

PROSPECTUS

January 28, 2010

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution.

The following table sets forth fees and expenses payable by the registrant, other than underwriting discounts and commissions, expected to be incurred in connection with the issuance and distribution of the securities being registered hereby. All amounts set forth below are estimates.

	Amount to be Paid
SEC registration fee	(1)
Trustee's and transfer agent's fees and expenses	(2)
Printing and engraving fees	(2)
Legal fees and expenses (including Blue Sky fees)	(2)
Accountant's fees and expenses	(2)
Rating agency fees and expenses	(2)
Miscellaneous	(2)
Total	<u>(2)(3)</u>

-
- (1) To be deferred pursuant to Rule 456(b) and calculated in connection with the offering of securities under this registration statement pursuant to Rule 457(r).
 - (2) The amount of securities and number of offerings are indeterminable and the expenses cannot be estimated at this time.
 - (3) Excludes the SEC registration fee which is being deferred pursuant to Rule 456(b) and calculated in connection with the offering of securities under this registration statement pursuant to Rule 457(r).

Item 15. Indemnification of Officers and Directors.

The registrant is incorporated under the laws of the State of New Jersey.

The New Jersey Business Corporation Act provides that a New Jersey corporation has the power to indemnify a director or officer against his or her expenses and liabilities in connection with any proceeding involving the director or officer by reason of his or her being or having been such a director or officer, other than a proceeding by or in the right of the corporation, if such a director or officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal proceeding, such director or officer had no reasonable cause to believe his or her conduct was unlawful.

The New Jersey Business Corporation Act further provides that indemnification and advancement of expenses shall not exclude any other rights, including the right to be indemnified against liabilities and expenses incurred in proceedings by or in the right of the corporation, to which a director or officer may be entitled under a certificate of incorporation, bylaw, agreement, vote of shareholders, or otherwise; provided that no indemnification shall be made to or on behalf of a director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts or omissions (a) were in breach of his or her duty of loyalty to the corporation or its shareholders, (b) were not in good faith or involved a knowing violation of law or (c) resulted in receipt by the director or officer of an improper personal benefit.

Section 6 of the Amended and Restated Certificate of Incorporation of the registrant provides that to the fullest extent permitted by the New Jersey Business Corporation Act, directors and officers of the

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registrant shall not be personally liable to the registrant or its shareholders for damages for breach of any duty owed to the registrant or its shareholders.

Section 2(a) of Article 8 the Amended and Restated Bylaws of the registrant provides that the registrant shall indemnify and hold harmless against all liabilities any person who is or was a director or officer, including the director's or officer's estate (an "Indemnitee"), who is or was a party to or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise in respect of any past, present or future matter, including any action suit or proceeding by or in the right of the corporation (an "Action"), by reason of the fact that the Indemnitee is or was serving as a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, trustee, employee or agent of any other enterprise; provided, however, that the corporation shall not indemnify an Indemnitee if a judgment or other final adjudication adverse to the Indemnitee establishes that the Indemnitee's acts or omissions (a) were acts or omissions that the Indemnitee knew or believed to be contrary to the best interests of the corporation or shareholders in connection with a matter to which he had a material conflict of interest, (b) were not in good faith or involved a knowing violation of law or (c) resulted in receipt by such person of an improper personal benefit. Subject to the receipt by the corporation of an undertaking by the Indemnitee to repay Expenses if there shall be a judgment or other final adjudication that the Indemnitee is not entitled to receive reimbursement of Expenses from the corporation, the corporation shall pay or reimburse an Indemnitee within 20 days following the later of (i) the receipt of such undertaking and (ii) receipt of a demand from the Indemnitee for payment or reimbursement of Expenses, in advance of final disposition or otherwise, to the full extent authorized or permitted by law, Expenses as incurred by the Indemnitee in defending any actual or threatened Action by reason of the fact that the Indemnitee is or was serving as a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, trustee, employee or agent of any other enterprise; provided, however, the corporation shall not be required hereunder to further pay or reimburse Expenses and, if requested by the corporation, shall be entitled to repayment of Expenses from the Indemnitee following any plea formally entered by or formal written admission by the Indemnitee in the Action for which the Indemnitee has sought payment or reimbursement of Expenses or indemnification that the Indemnitee has committed such acts or omissions establishing that the Indemnitee is not entitled to indemnification pursuant to subsection (a). The Indemnitee shall be entitled to be paid or reimbursed for Expenses incurred in any Action to obtain indemnification or payment or reimbursement of Expenses under subsection (a) on the same terms, conditions and limitations as the Indemnitee is entitled to Expenses under the previous sentence. The corporation shall not be obligated under subsection (a) to provide any indemnification or any payment or reimbursement of Expenses to an Indemnitee in connection with an Action (or part thereof) initiated by the Indemnitee unless the Board has authorized or consented to the Action (or part thereof) in a resolution adopted by the Board. For the purposes of Article 8, "Expenses" shall include, without limitation, all reasonable fees, costs and expenses, including without limitation, attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, or investigating an Action, including any Action to obtain indemnification or payment or reimbursement of Expenses.

In addition, Section 2(b) of Article 8 of the Amended and Restated Bylaws of the registrant also provides that, to the extent authorized from time to time by the board or directors of the registrant and subject to any terms and conditions thereof, the corporation may, to the full extent authorized or permitted by law, advance Expenses and indemnify and hold harmless against liabilities any person not covered by subsection (a) of Section 2, including the person's estate (an "Employee Indemnitee"), who is or was an employee or agent of this corporation, or who is or was serving at the request of the corporation as a director,

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officer, trustee, employee or agent of any other enterprise, or the legal representative of any such person, and who is or was a party to or threatened to be made a party to any Action by reason of the fact that the Employee Indemnitee is or was serving in any of the foregoing capacities.

Section 3 of Article 8 of the Amended and Restated Bylaws of the registrant further provides that the right of an Indemnitee or Employee Indemnitee to indemnification and payment or reimbursement of Expenses by the corporation under Section 2 of Article 8 of the Amended and Restated Bylaws shall be in addition to, and not in lieu of, any statutory or other right of indemnification or payment, advancement or reimbursement of Expenses provided to any Indemnitee or Employee Indemnitee. Section 3 of Article 8 further provides that no amendment of Article 8 of the Amended and Restated Bylaws shall impair the rights of any person arising at any time with respect to events occurring prior to such amendment.

Item 16. Exhibits and Financial Statement Schedules.

The following exhibits are included herein or incorporated herein by reference:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
1.1*	Form of Underwriting Agreement					
3.1	Amended and Restated Certificate of Incorporation of the Registrant	10-Q	001-00087	3(A)	8/9/05	
3.1.1	Articles of Organization of Creo Manufacturing America LLC				X	
3.1.2	Articles of Organization of Eastman Gelatine Corporation				X	
3.1.3	Certificate of Incorporation of Eastman Kodak International Capital Company, Inc.				X	
3.1.4	Certificate of Incorporation of Far East Development Ltd.				X	
3.1.5	Restated Articles of Incorporation of FPC Inc.				X	
3.1.6	Restated Certificate of Incorporation of Kodak Americas, Ltd.				X	
3.1.7	Certificate of Formation of Kodak Aviation Leasing LLC				X	
3.1.8	Amended and Restated Certificate of Incorporation of Kodak Imaging Network, Inc.				X	
3.1.9	Restated Certificate of Incorporation of Kodak (Near East), Inc.				X	
3.1.10	Certificate of Incorporation of Kodak Philippines, Ltd.				X	
3.1.11	Restated Certificate of Incorporation of Kodak Portuguesa Limited				X	
3.1.12	Certificate of Incorporation of Kodak Realty, Inc.				X	
3.1.13	Articles of Incorporation of Laser Edit, Inc.				X	
3.1.14	Certificate of Incorporation of Laser-Pacific Media Corporation				X	

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Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1.15	Articles of Incorporation of NPEC Inc.					X
3.1.16	Certificate of Incorporation of Pacific Video, Inc.					X
3.1.17	Certificate of Incorporation of Pakon, Inc.					X
3.1.18	Restated Certificate of Incorporation of Qualex Inc.					X
3.2	Amended and Restated Bylaws of the Registrant	8-K	001-00087	3.2	3/2/09	
3.2.1	Operating Agreement of Creo Manufacturing America LLC					X
3.2.2	Bylaws of Eastman Gelatine Corporation					X
3.2.3	Bylaws of Eastman Kodak International Capital Company, Inc.					X
3.2.4	Bylaws of Far East Development Ltd.					X
3.2.5	Bylaws of FPC Inc.					X
3.2.6	Bylaws of Kodak Americas, Ltd.					X
3.2.7	Operating Agreement of Kodak Aviation Leasing LLC					X
3.2.8	Bylaws of Kodak Imaging Network, Inc.					X
3.2.9	Bylaws of Kodak (Near East), Inc.					X
3.2.10	Bylaws of Kodak Philippines, Ltd.					X
3.2.11	Bylaws of Kodak Portuguesa Limited					X
3.2.12	Bylaws of Kodak Realty, Inc.					X
3.2.13	Bylaws of Laser Edit, Inc.					X
3.2.14	Bylaws of Laser-Pacific Media Corporation					X
3.2.15	Bylaws of NPEC Inc.					X
3.2.16	Bylaws of Pacific Video, Inc.					X
3.2.17	Bylaws of Pakon, Inc.					X
3.2.18	Bylaws of Qualex Inc.					X
4.1	Form of Senior Indenture	S-3	333-160889	4.1	7/30/09	
4.2	Form of Senior Debt Security (included in Exhibit 4.1)	S-3	333-160889	4.2	7/30/09	
4.3	Form of Subordinated Indenture	S-3	333-160889	4.3	7/30/09	
4.4	Form of Subordinated Debt Security (included in Exhibit 4.3)	S-3	333-160889	4.4	7/30/09	
4.5*	Form of Certificate of Designation					
4.6*	Form of Preferred Stock Certificate					
4.7*	Form of Warrant Agreement					
4.8*	Form of Warrant Certificate					
4.9	Form of 10.50% Note due 2017 (included in Exhibit 4.10)	8-K	001-00087	4.1	9/30/09	
4.10	Senior Secured Indenture related to 10.50% Notes due 2017	8-K	001-00087	4.1	9/30/09	

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Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.11	Form of Guaranty related to 10.50% Notes due 2017 (included in Exhibit 4.10)	8-K	001-00087	4.1	9/30/09	
4.12	Security Agreement, dated as of September 29, 2009, related to the 10.50% Notes due 2017	8-K	001-00087	10.1	9/30/09	
4.13	Amendment No. 1 to Security Agreement, dated as of January 27, 2010, related to the 10.50% Notes due 2017					X
4.14	Note and Warrant Purchase Agreement	8-K	001-00087	10.1	9/17/09	
4.15	Form of Warrant issued September 29, 2009	8-K	001-00087	10.2	9/30/09	
4.16	Form of Registration Rights Agreement, dated as of September 29, 2009, related to the 10.50% Notes due 2017 and Warrants issued September 29, 2009	8-K	001-00087	10.3	9/30/09	
5.1	Legal Opinion of Joyce P. Haag, Esquire					X
5.2	Legal Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation					X
5.3	Legal Opinion of Day Pitney LLP					X
12.1	Computation of Ratio of Earnings to Fixed Charges					X
23.1	Consent of PricewaterhouseCoopers LLP					X
23.2	Consent of Joyce P. Haag, Esquire (included in Exhibit 5.1)					X
23.3	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.2)					X
23.4	Consent of Day Pitney LLP (included in Exhibit 5.3)					X
24.1	Power of Attorney	S-3	333-160889		7/30/09	
25.1*	Form T-1 Statement of Eligibility of Trustee for Senior Indenture under the Trust Indenture Act of 1939					
25.2*	Form T-1 Statement of Eligibility of Trustee for Subordinated Indenture under the Trust Indenture Act of 1939					
25.3	Form T-1 Statement of Eligibility of Bank of New York Mellon, as trustee of the Senior Secured Indenture under the Trust Indenture Act of 1939					X

* To be filed by amendment or as an exhibit to be incorporated by reference.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed

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that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

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(5) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, if the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(6) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

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(d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(e) The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(f) The undersigned registrant hereby undertakes to file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of section 310 of the Trust Indenture Act ("Act") in accordance with the rules and regulations prescribed by the Commission under section 305(b)2 of the Act.

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Joel Seligman	Director	January 28, 2010
* _____ Dennis F. Strigl	Director	January 28, 2010
* _____ Laura D'Andrea Tyson	Director	January 28, 2010

*By: /s/ Patrick M. Sheller

Patrick M. Sheller
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Creo Manufacturing America LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

CREO MANUFACTURING AMERICA LLC

By: /s/ William G. Love

William G. Love
Manager

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William G. Love</u> William G. Love	Manager	January 28, 2010
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Manager	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Eastman Gelatine Corporation has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

EASTMAN GELATINE CORPORATION

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brad W. Kruchten</u> Brad W. Kruchten	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Eastman Kodak International Capital Company, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

**EASTMAN KODAK INTERNATIONAL
CAPITAL COMPANY, INC.**

By: /s/ William G. Love
William G. Love
President and Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William G. Love</u> William G. Love	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Far East Development Ltd. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

FAR EAST DEVELOPMENT LTD.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, FPC Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

FPC INC.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kimberly A. Snyder</u> Kimberly A. Snyder	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kodak Americas, Ltd. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

KODAK AMERICAS, LTD.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kodak Aviation Leasing LLC has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

KODAK AVIATION LEASING LLC

By: /s/ William G. Love

William G. Love
Manager

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William G. Love</u> William G. Love	Manager	January 28, 2010
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Manager	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kodak Imaging Network, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

KODAK IMAGING NETWORK, INC.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Phillip J. Faraci</u> Phillip J. Faraci	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kodak (Near East), Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

KODAK (NEAR EAST), INC.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kodak Philippines, Ltd. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

KODAK PHILIPPINES, LTD.

By: /s/ William G. Love

William G. Love

Assistant Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kodak Portuguesa Limited has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

KODAK PORTUGUESA LIMITED

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kodak Realty, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

KODAK REALTY, INC.

By: /s/ William G. Love

William G. Love

Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Laser Edit, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

LASER EDIT, INC.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William Roberts</u> William Roberts	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Laser-Pacific Media Corporation has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

LASER-PACIFIC MEDIA CORPORATION

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brian Burr</u> Brian Burr	Director	January 28, 2010
<u>/s/ Kimberly A. Snyder</u> Kimberly A. Snyder	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, NPEC Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

NPEC INC.

By: /s/ William G. Love

William G. Love

Assistant Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David M. Kiser</u> David M. Kiser	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Pacific Video, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

PACIFIC VIDEO, INC.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William Roberts</u> William Roberts	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Pakon, Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

PAKON, INC.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Patrick M. Sheller</u> Patrick M. Sheller	Director	January 28, 2010

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Qualex Inc. has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rochester, State of New York, on January 28, 2010.

QUALEX INC.

By: /s/ William G. Love

William G. Love
Treasurer

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Antonio M. Perez, Joyce P. Haag and Patrick M. Sheller, and each of them acting individually, as his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933 and to file the same with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, and hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brad W. Kruchten</u> Brad W. Kruchten	Director	January 28, 2010

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
1.1*	Form of Underwriting Agreement					
3.1	Amended and Restated Certificate of Incorporation of the Registrant	10-Q	001-00087	3(A)	8/9/05	
3.1.1	Articles of Organization of Creo Manufacturing America LLC				X	
3.1.2	Articles of Organization of Eastman Gelatine Corporation				X	
3.1.3	Certificate of Incorporation of Eastman Kodak International Capital Company, Inc.				X	
3.1.4	Certificate of Incorporation of Far East Development Ltd.				X	
3.1.5	Restated Articles of Incorporation of FPC Inc.				X	
3.1.6	Restated Certificate of Incorporation of Kodak Americas, Ltd.				X	
3.1.7	Certificate of Formation of Kodak Aviation Leasing LLC				X	
3.1.8	Amended and Restated Certificate of Incorporation of Kodak Imaging Network, Inc.				X	
3.1.9	Restated Certificate of Incorporation of Kodak (Near East), Inc.				X	
3.1.10	Certificate of Incorporation of Kodak Philippines, Ltd.				X	
3.1.11	Restated Certificate of Incorporation of Kodak Portuguesa Limited				X	
3.1.12	Certificate of Incorporation of Kodak Realty, Inc.				X	
3.1.13	Articles of Incorporation of Laser Edit, Inc.				X	
3.1.14	Certificate of Incorporation of Laser-Pacific Media Corporation				X	
3.1.15	Articles of Incorporation of NPEC Inc.				X	
3.1.16	Certificate of Incorporation of Pacific Video, Inc.				X	
3.1.17	Certificate of Incorporation of Pakon, Inc.				X	
3.1.18	Restated Certificate of Incorporation of Qualex Inc.				X	
3.2	Amended and Restated Bylaws of the Registrant	8-K	001-00087	3.2	3/2/09	
3.2.1	Operating Agreement of Creo Manufacturing America LLC				X	
3.2.2	Bylaws of Eastman Gelatine Corporation				X	

Table of Contents

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.2.3	Bylaws of Eastman Kodak International Capital Company, Inc.					X
3.2.4	Bylaws of Far East Development Ltd.					X
3.2.5	Bylaws of FPC Inc.					X
3.2.6	Bylaws of Kodak Americas, Ltd.					X
3.2.7	Operating Agreement of Kodak Aviation Leasing LLC					X
3.2.8	Bylaws of Kodak Imaging Network, Inc.					X
3.2.9	Bylaws of Kodak (Near East), Inc.					X
3.2.10	Bylaws of Kodak Philippines, Ltd.					X
3.2.11	Bylaws of Kodak Portuguesa Limited					X
3.2.12	Bylaws of Kodak Realty, Inc.					X
3.2.13	Bylaws of Laser Edit, Inc.					X
3.2.14	Bylaws of Laser-Pacific Media Corporation					X
3.2.15	Bylaws of NPEC Inc.					X
3.2.16	Bylaws of Pacific Video, Inc.					X
3.2.17	Bylaws of Pakon, Inc.					X
3.2.18	Bylaws of Qualex Inc.					X
4.1	Form of Senior Indenture	S-3	333-160889	4.1	7/30/09	
4.2	Form of Senior Debt Security (included in Exhibit 4.1)	S-3	333-160889	4.2	7/30/09	
4.3	Form of Subordinated Indenture	S-3	333-160889	4.3	7/30/09	
4.4	Form of Subordinated Debt Security (included in Exhibit 4.3)	S-3	333-160889	4.4	7/30/09	
4.5*	Form of Certificate of Designation					
4.6*	Form of Preferred Stock Certificate					
4.7*	Form of Warrant Agreement					
4.8*	Form of Warrant Certificate					
4.9	Form of 10.50% Note due 2017 (included in Exhibit 4.10)	8-K	001-00087	4.1	9/30/09	
4.10	Senior Secured Indenture related to 10.50% Notes due 2017	8-K	001-00087	4.1	9/30/09	
4.11	Form of Guaranty related to 10.50% Notes due 2017 (included in Exhibit 4.10)	8-K	001-00087	4.1	9/30/09	
4.12	Security Agreement, dated as of September 29, 2009, related to the 10.50% Notes due 2017	8-K	001-00087	10.1	9/30/09	
4.13	Amendment No. 1 to Security Agreement, dated as of January 27, 2010, related to the 10.50% Notes due 2017					X
4.14	Note and Warrant Purchase Agreement	8-K	001-00087	10.1	9/17/09	
4.15	Form of Warrant issued September 29, 2009	8-K	001-00087	10.2	9/30/09	
4.16	Form of Registration Rights Agreement, dated as of September 29, 2009, related to the 10.50% Notes due 2017 and Warrants issued September 29, 2009	8-K	001-00087	10.3	9/30/09	
5.1	Legal Opinion of Joyce P. Haag, Esquire					X
5.2	Legal Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation					X
5.3	Legal Opinion of Day Pitney LLP					X
12.1	Computation of Ratio of Earnings to Fixed Charges					X
23.1	Consent of PricewaterhouseCoopers LLP					X
23.2	Consent of Joyce P. Haag, Esquire (included in Exhibit 5.1)					X

Table of Contents

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>				<u>Filed Herewith</u>
		<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	
23.3	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.2)					X
23.4	Consent of Day Pitney LLP (included in Exhibit 5.3)					X
24.1	Power of Attorney	S-3	333-160889		7/30/09	
25.1*	Form T-1 Statement of Eligibility of Trustee for Senior Indenture under the Trust Indenture Act of 1939					
25.2*	Form T-1 Statement of Eligibility of Trustee for Subordinated Indenture under the Trust Indenture Act of 1939					
25.3	Form T-1 Statement of Eligibility of Bank of New York Mellon, as trustee of the Senior Secured Indenture under the Trust Indenture Act of 1939					X

* To be filed by amendment or as an exhibit to be incorporated by reference.

ARTICLES OF ORGANIZATION

FILED: 01/13/2004
CID: 2004-00460497
WY Secretary of State

OF

Creo Manufacturing America LLC

The undersigned hereby forms a limited liability company under the Wyoming Limited Liability Company Act and adopts as the Articles of Organization of such limited liability company the following:

I. The name of the limited liability company:

Creo Manufacturing America LLC ("Company").

II. Status as a flexible limited liability company:

The Company elects status as a flexible limited liability company as authorized by Wyo. Stat. §17-15-107(a)(x) and shall adopt provisions within its operating agreement as authorized by Wyo. Stat. § 17-15-144.

III. The period of its duration:

The Company shall have a perpetual duration.

IV. The purpose for which the limited liability company is organized:

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according

RECEIVED
SECRETARY OF STATE
WYOMING
01 JAN 13 PM 19 34

to the laws of the State of Wyoming including all powers and purposes now and hereafter permitted by law to a limited liability company, except for the purpose of banking or acting as an insurer as defined in W.S. §26-1-102(a)(xvi).

V. A. The address of the principal place of business in Wyoming:

1720 Carey Avenue
Suite 200
Cheyenne WY 82001

B. The name and address of the registered agent in Wyoming:

Hirst & Applegate, P.C.
1720 Carey Avenue
Suite 200
Cheyenne, WY 82001

VI. The total amount of cash and a description and agreed value of property other than cash contributed:

\$1.00

VII. The total additional contributions, if any, agreed to be made by all members and the times at which or events upon the happening of which they shall be made:

Additional contributions shall be made at such times and in such amounts as may be agreed as provided in the Operating Agreement of the Company.

VIII. The right, if given, of the members to admit additional members, and the terms and conditions of the admission:

Additional members may be admitted at such times and on such terms and conditions as may be agreed as provided in the Operating Agreement of the Company.

IX. The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the limited liability company:

The remaining members of the Company may continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any other event which terminates the continued membership of a member in the Company as provided in the Operating Agreement of the Company.

X. Management:

The Company is to be managed by four (4) Managers. The names and addresses of the initial Managers who are to serve as Managers until the first annual meeting of Members or until their successors are elected and qualify are:

Paul Kacir
3700 Gilmore Way
Burnaby, British Columbia
CANADA V5G 4M1

Yochai Manor
Creo Americas, Inc.
3 Federal Street
Billerica, MA 01821

Arnon Dror
Creo Americas, Inc.
3 Federal Street
Billerica, MA 01821

Marcia Moore
Creo Americas, Inc.
3 Federal Street
Billerica, MA 01821

XI. Indemnity:

(1) The Company shall indemnify an individual made a party to a proceeding because he is or was a member, manager, officer, employee or agent of the Company against liability incurred in the proceeding if:

- (a) He conducted himself in good faith, and
- (b) He reasonably believed that his conduct was in or at least not opposed to the Company's best interest; and

(c) In the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

(2) Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his conduct to be in the interests of the participants in and beneficiaries of plan.

(3) The Company shall pay for or reimburse the reasonable expenses incurred by a member, manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The individual furnishes the Company a written affirmation of his good faith belief that he has met the standard of conduct described herein;

(b) The individual furnishes the Company a written undertaking executed personally or on his behalf to repay the advance if it is ultimately determined that he did not meet the standard of conduct; and

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the law.

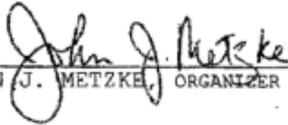
The undertaking required by this paragraph shall be an unlimited general obligation, but need not be secured and may be accepted without reference to financial ability to make repayment.

(4) The indemnification and advance of expenses authorized herein shall not be exclusive to any other rights to which any member, manager, officer, employee or agent may be entitled under any by-law, agreement, vote of members or disinterested managers or otherwise. The Articles of Organization shall not be interpreted to limit in any manner the indemnification or right to advancement for expenses of an individual who would otherwise be entitled thereto. These Articles of Organization shall be interpreted as mandating indemnification and advancement of expenses to the extent permitted by law.

XII. Any other provision for the regulation of the internal affairs of the limited liability company:

None except as otherwise may be provided in the Operating Agreement of the Company.

Dated: January 13, 2004.



JOHN J. METZKE, ORGANIZER

STATE OF WYOMING)
) SS
COUNTY OF LARAMIE)

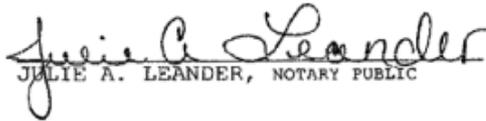
I, John J. Metzke, being first duly sworn, depose and state that I am the Organizer named in the foregoing Articles of Organization, that I have read the contents of the same, and that the statements contained in such Articles of Organization are true to the best of my knowledge.



JOHN J. METZKE

Before me, a Notary Public in and for said county and state, personally appeared John J. Metzke, who being first duly sworn by me upon his oath said and acknowledged the facts alleged in the foregoing instrument are true to best of his knowledge. Witness my hand and official seal this 13th day of January, 2004. My commission expires: July 6, 2007.





JULIE A. LEANDER, NOTARY PUBLIC

**WRITTEN CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

1. The undersigned, Hirst & Applegate, P.C., designated as registered agent in the Articles of Organization of Creo Manufacturing America LLC voluntarily consents to serve as the registered agent for Creo Manufacturing America LLC.

2. The undersigned knows and understands the duties of a registered agent as set forth in the Wyoming Limited Liability Company Act.

Dated: January 13, 2004.

WYOMING STATE
HIRST & APPLGATE, P.C.
BY: 
JOHN J. METZKE

EXHIBIT A

**LIMITED LIABILITY COMPANY
AMENDMENT TO ARTICLES OF ORGANIZATION**

Wyoming Secretary of State
Corporations Division
The State Capitol Building
Cheyenne, WY 82002-0020

WY Secretary of State
FILED: 08/16/2007
Original ID: 2004-000460497
Amendment ID: 2007-000634328

The name of the limited liability company is: Creo Manufacturing America LLC

Article X is amended as follows:

X. Management: The Company is to be managed by a minimum of one (1) and a maximum of four (4) Managers.



The above amendments are adopted in accordance with the operating agreement or with the consent of all members.

Date: August 7, 2007

By: LLH
Laurence L. Hickey

Title: Manager

Filing Fee: **\$50.00**

Revised 5/2000

WY007 - 62568 C T System Online

**LIMITED LIABILITY COMPANY
STATEMENT OF CHANGE OF
REGISTERED AGENT AND/OR REGISTERED OFFICE**

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone (307) 777-7311/7312
Fax (307) 777-5339
E-mail: corporations@state.wy.us

Pursuant to the provisions of Wyoming's Limited Liability Company Act, the undersigned company, organized under the laws of the state of Wyoming, submits the following statement for the purpose of changing its registered office or its registered agent or both, in the state of Wyoming.

1. The name of the company is: Creo Manufacturing America LLC
2. The address of its current registered office is: 1720 Carey Avenue, Suite 200
Cheyenne, WY 82001
3. If the address of the registered office has changed, the address of the new registered office is: _____
1720 Carey Avenue
Cheyenne, Wyoming 82001
4. The name of its current registered agent is: Hirst & Applegate, P.C.
5. If the registered agent has changed, the name of the successor registered agent is: _____
C T Corporation System
6. The address of the registered office and the address of the business office of the registered agent, as changed, is identical.
7. This change was authorized by affirmative vote of the majority of the members of the limited liability company.

Date: SEPT. 14, 2005

Signed: [Signature]
Title: SECRETARY

Filing Fee: For 1 - 5 Statement of Changes \$20.00 each
For more than 5 Statement of Changes \$10.00 each

llraochg - Revised: 9/2003



CONSENT TO APPOINTMENT
BY REGISTERED AGENT

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone (307) 777-7311/7312
Fax (307) 777-5339
E-mail: corporations@state.wy.us

I, CT Corporation System, voluntarily consent to serve as
the registered agent for Creo Manufacturing America LLC
on the date shown below.

The registered agent certifies that he is: (check one)

- (a) *An individual who resides in this state and whose business office is identical with the registered office;*
- (b) *A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or*
- (c) *A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.*

Dated this 19th day of September, 2005.

CT Corporation System
By: Curt Kreid Curt Kreid, Asst. Sec.
Signature of Registered Agent

Revised: 9/2003

The Commonwealth of Massachusetts

Be it Known That whereas

L. Cushing Goodhue,

Richard M. Nichols

and Leonard Wheeler, Jr.

have associated themselves with the intention of forming a corporation under the name of

Eastman Gelatine Corporation,

for the purpose of the following:—To carry on a general merchandising, mercantile, commission, trading and/or manufacturing business and any one or more or all of them in any or all of its or their branches and without limiting its said general powers; to buy, sell, import, export, demonstrate, manufacture, process, prepare for market, market, store, advertise and/or otherwise deal in and with gelatines, acidulated bones, prepared phosphates, chemical compounds, glue, hair, hides, skins, leather, fertilizers, greases, oil extracts for tanning, cleaning, dyeing and other purposes and any and all other things capable of being dealt with in connection therewith; to acquire by purchase, lease or otherwise and to construct, hold, improve, operate, lease, mortgage and sell lands, manufacturing plants, workrooms, shops, salesrooms, warehouses, offices, stores and any other structures in any part of the United States or elsewhere incidental to the purposes of the corporation and to acquire by purchase or otherwise, hold, pledge, sell, or otherwise dispose of and deal in and with all kinds of personal property of every nature and description; to acquire all or part of the property and assets of any person, firm, corporation or association carrying on any business similar or incidental to or capable of being carried on in connection with any business which this corporation is authorized to carry on and to assume all the liabilities of such corporation, person, firm or association and to take over and proceed to conduct or liquidate any business or property so acquired; to purchase, acquire and hold for investment or otherwise use, sell, assign, transfer or otherwise dispose of and to guarantee any shares of stock, bonds, securities or other obligations of any other corporation or association of this or any other state, territory or country and to aid in any manner any such corporation or association of which shares of stock, bonds, or other obligations are held or in any manner guaranteed by this corporation, and to do any other act or thing permitted by law for the preservation, protection, improvements or enhancement of the value of such shares of stock, bonds, securities or other obligations, and, while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, and to acquire, hold and dispose of its own shares of stock of any class; to own, acquire, buy or sell inventions, patents and patent applications of the United States and foreign countries, patent rights, privileges, and improvements, processes, secrets and trade-marks and to acquire or grant rights and licenses thereunder; to borrow money and from time to time to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds when and as the same may be convenient for the accomplishment of the purposes of the company or any of them; and if deemed advisable to secure the same by mortgage or deed of trust or pledge of any or all of the property or franchises of the corporation; to carry on any business in any

state or territory of the United States or in any foreign country or place which may in the discretion of the board of directors seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of the company's property or rights and to do any and all of the above things or any part thereof as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others, and generally to attain and further any of the purposes herein set forth; to make, guarantee (so far as may be permitted to corporations organized under the laws of The Commonwealth of Massachusetts) and perform any contracts of any kind and description, and to do any and all other acts and things and exercise any and all other powers which a copartnership or natural person could do and exercise, and which now or hereafter may be authorized by law. The foregoing clauses shall be construed as both purposes and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation. The corporation shall not carry on any business, or exercise any powers, in any state, territory, or country which a similar corporation organized under the laws of such state, territory, or country could not carry on or exercise, except to the extent permitted or authorized by the laws of such state, territory, or country; with an authorized capital stock of three million dollars, common stock. Par value, one hundred dollars. The amount of capital stock now to be issued is three shares, to be paid for as follows:- In Cash: in full, three shares;

and have complied with the provisions of the Statutes of this Commonwealth in such case made and provided, as appears from the Articles of Organization of said corporation, duly approved by the Commissioner of Corporations and Taxation and recorded in this office:

Now, therefore, I, FREDERIC W. COOK, Secretary of The Commonwealth of Massachusetts, Do Hereby Certify that said

L. Cushing Goodhue,

Richard M. Nichols

and Leonard Wheeler, Jr.,

their associates and successors, are legally organized and established as, and are hereby made, an existing corporation under the name of

Eastman Gelatine Corporation,

with the powers, rights and privileges and subject to the limitations, duties and restrictions, which by law appertain thereto.

Witness my official signature hereunto subscribed, and the Great Seal of The Commonwealth of Massachusetts hereunto affixed, this nineteenth day of August in the year of our Lord one thousand nine hundred and thirty.



F. W. Cook

Secretary of the Commonwealth.

First Names Should  Written in Full

Initials and abbreviations are not permitted.

The Commonwealth of Massachusetts
DEPARTMENT OF CORPORATIONS AND TAXATION

WE, whose names are hereto subscribed, do, by this agreement, associate ourselves with the intention of forming a corporation under the provisions of chapter 156 of the General Laws as amended.

The name by which the corporation shall be known is

EASTMAN GELATINE CORPORATION

The location of the principal office of the corporation in Massachusetts is the

City of Peabody and outside Massachusetts ~~is~~ None.

of

State of

IMPORTANT

Give the business address of this corporation:

Peabody, Massachusetts.

(Street and number. If office building, give room number. City or town.)

If such business address is not yet determined give the name and business address of the treasurer or officer responsible for receipt of mail.

(Name and complete business address as described above.)

The purposes for which the corporation is formed and the nature of the business to be transacted by it are as follows:—

and/or manufacturing business and any one or more or all of them in any or all of its or their branches and without limiting its said general powers;

to buy, sell, import, export, demonstrate, manufacture, process, prepare for market, store, advertise and/or otherwise deal in and with gelatines, acidulated bones, prepared phosphates, chemical compounds, glue, hair, hides, skins, leather, fertilizers, greases, oils, extracts for tanning, cleaning, dyeing and other purposes and any and all other things capable of being dealt with in connection therewith;

to acquire by purchase, lease or otherwise and to construct, hold, improve, operate, lease, mortgage and sell lands, manufacturing plants, work-rooms, shops, salesrooms, warehouses, offices, stores and any other structures in any part of the United States or elsewhere incidental to the purposes of the corporation and to acquire by purchase or otherwise, hold, pledge, sell, or otherwise dispose of and deal in and with all kinds of personal property of every nature and description;

to acquire all or part of the property and assets of any person, firm, corporation or association carrying on any business similar or incidental to or capable of being carried on in connection with any business which this corporation is authorized to carry on and to assume all the liabilities of such corporation, person, firm or association and to take over and proceed to conduct or liquidate any business or property so acquired;

to purchase, acquire and hold for investment or otherwise use, sell, assign, transfer or otherwise dispose of and to guarantee any shares of stock, bonds, securities or other obligations of any other corporation or association of this or any other state, territory or country and to aid in any manner any such corporation or association of which shares of stock, bonds, or other obligations are held or in any manner guaranteed by this corporation, and to do any other act or thing permitted by law for the preservation, protection, improvements or enhancement of the value of such shares of stock, bonds, securities or other obligations, and, while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, and to acquire, hold and dispose of its own shares of stock of any class;

to own, acquire, buy or sell inventions, patents and patent applications of the United States and foreign countries, patent rights, privileges, and improvements, processes, secrets and trade marks and to acquire or grant rights and licenses thereunder;

to borrow money and from time to time to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds when and as the same may be convenient for the accomplishment of the purposes of the company or any of them; and if deemed advisable to secure the same by mortgage or deed of trust or pledge of any or all of the property or franchises of the corporation;

to carry on any business in any state or territory of the United States or in any foreign country or place which may in the discretion of the Board of Directors seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of the company's property or rights and to do any and all of the above things or any part thereof as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others, and generally to attain and further any of the purposes herein set forth; to make, guarantee (so far as may be permitted to corporations organized under the laws of the Commonwealth of Massachusetts) and perform any contracts of any kind and description, and to do any and all other acts and things and exercise any and all other powers which a copartnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed as both purposes and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation. The corporation shall not carry on any business, or exercise any powers, in any state, territory, or country which a similar corporation organized under the laws of such state, territory, or country could not carry on or exercise, except to the extent permitted or authorized by the laws of such state, territory, or country.

Handwritten initials

The Commonwealth of Massachusetts

DEPARTMENT OF CORPORATIONS AND TAXATION

WE, L. Cushing Goodhue, Richard H. Nichols, Leonard Wheeler, Jr.

being a majority of the directors of the

EASTMAN GELATINE CORPORATION

elected at its first meeting in compliance with the requirements of section 10 of chapter 156 of the General Laws, do hereby certify that the following is a true copy of the agreement of association to form said corporation, with the names of the subscribers thereto:—

WE, whose names are hereto subscribed, do, by this agreement, associate ourselves with the intention of forming a corporation under the provisions of chapter 156 of the General Laws as amended.

The name by which the corporation shall be known is

EASTMAN GELATINE CORPORATION

The location of the principal office of the corporation in Massachusetts is the

City of Peabody and outside Massachusetts ~~the~~ None

of State of

IMPORTANT

Give the business address of this corporation _____

Peabody, Massachusetts

(Street and number. If office building, give room number. City or town.)

If such business address is not yet determined give the name and business address of the treasurer or officer responsible for receipt of mail.

(Name and complete business address as described above.)

The purposes for which the corporation is formed and the nature of the business to be transacted by it are as follows:—

Leave This Space For Binding

To carry on a general merchandising, mercantile, commission, trading and/or manufacturing business and any one or more or all of them in any or all of its or their branches and without limiting its said general powers;

to buy, sell, import, export, demonstrate, manufacture, process, prepare for market, market, store, advertise and/or otherwise deal in and with gelatines, acidulated bones, prepared phosphates, chemical compounds, glue, hair, hides, skins, leather, fertilizers, greases, oils, extracts for tanning, cleaning, dyeing and other purposes and any and all other things capable of being dealt with in connection therewith;

to acquire by purchase, lease or otherwise and to construct, hold, improve, operate, lease, mortgage and sell lands, manufacturing plants, workrooms, shops, salesrooms, warehouses, offices, stores and any other structures in any part of the United States or elsewhere incidental to the purposes of the corporation and to acquire by purchase or otherwise, hold, pledge, sell, or otherwise dispose of and deal in and with all kinds of personal property of every nature and description;

to acquire all or part of the property and assets of any person, firm, corporation or association carrying on any business similar or incidental to or capable of being carried on in connection with any business which this corporation is authorized to carry on and to assume all the liabilities of such corporation, person, firm or association and to take over and proceed to conduct or liquidate any business or property so acquired;

to purchase, acquire and hold for investment or otherwise use, sell, assign, transfer or otherwise dispose of and to guarantee any shares of stock, bonds, securities or other obligations of any other corporation or association of this or any other state, territory or country and to aid in any manner any such corporation or association of which shares of stock, bonds, or other obligations are held or in any manner guaranteed by this corporation, and to do any other act or thing permitted by law for the preservation, protection, improvements or enhancement of the value of such shares of stock, bonds, securities or other obligations, and, while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, and to acquire, hold and dispose of its own shares of stock of any class;

to own, acquire, buy or sell inventions, patents and patent applications of the United States and foreign countries, patent rights, privileges, and improvements, processes, secrets and trade marks and to acquire or grant rights and licenses thereunder;

to borrow money and from time to time to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of indebtedness of all kinds when and as the same may be convenient for the accomplishment of the purposes of the company or any of them; and if deemed advisable to secure the same by mortgage or deed of trust or pledge of any or all of the property or franchises of the corporation;

to carry on any business in any state or territory of the United States or in any foreign country or place which may in the discretion of the Board of Directors seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of the company's property or rights and to do any and all of the above things or any part thereof as principals, agents, contractors or otherwise and by or through agents or otherwise and either alone or in conjunction with others, and generally to attain and further any of the purposes herein set forth; to make, guarantee (so far as may be permitted to corporations organized under the laws of the Commonwealth of Massachusetts) and perform any contracts of any kind and description, and to do any and all other acts and things and exercise any and all other powers which a copartnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

The foregoing clauses shall be construed as both purposes and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation. The corporation shall not carry on any business, or exercise any powers, in any state, territory, or country which a similar corporation organized under the laws of such state, territory, or country could not carry on or exercise, except to the extent permitted or authorized by the laws of such state, territory, or country.

AK
AK

The total authorized capital stock with par value is	No	dollars, Preferred
	3,000,000	dollars, Common
The number of shares without par value is	{ Preferred	None
	{ Common	None
The par value of its shares is	{ Preferred	No dollars
	{ Common	100 dollars
The number of its shares with par value is	{ Preferred	None
	{ Common	30,000

(NOTE — State the restrictions, if any, imposed upon the transfer of shares; and, if there are to be two or more classes of stock, a description of the different classes and a statement of the terms on which they are to be created and the method of voting thereon.)

Leave This Space For Finding

(NOTE — State any other provisions not inconsistent with law for the conduct and regulation of the business of the corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or any class of stockholders.)

First Names Should be Written in Full

Initials and abbreviations are not sufficient

(If seven days' notice is given, use the following form.)

The first meeting shall be called by

of

(If notice is waived, use the following form.)

We hereby waive all requirements of the general laws of Massachusetts for notice of the first meeting for organization, and appoint the *19th* day of *August*, 1930, at *Five* o'clock P.M., at 84 State Street, Top Floor, Boston, Mass. as the time and place for holding said first meeting.

The names and residences of the incorporators and the amount of stock subscribed for by each are as follows:—

NAME	CITY OR TOWN OF RESIDENCE	AMOUNT SUBSCRIBED FOR	
		PREFERRED	COMMON
L. Cushing Goodhue,	Boston, Massachusetts,	No	1
Richard M. Nichols,	Cambridge, Massachusetts,	No	1
Leonard Wheeler, Jr.,	Cambridge, Massachusetts,	No	1

Richard M. Nichols

Leave This Space For Binding

IN WITNESS WHEREOF, we have hereto set our hands, this *19th* day of *August* in the year nineteen hundred and thirty.

L. Cushing Goodhue
Richard M. Nichols
Leonard Wheeler, Jr.

[Handwritten mark]

That the first meeting of the subscribers to said agreement was held on the 19th day of August in the year nineteen hundred and thirty.

That the amount of capital stock now to be issued is

no shares of preferred stock,
3 shares of common stock,

to be paid for as follows:—

Leave This Space For Binding

	SHARES PREFERRED	SHARES COMMON
IN CASH:		
In full	None	3
By instalments		
Amount of instalments to be paid before commencing business		
IN PROPERTY:		
Real estate:		
Location		
Area		
Personal Property:		
Machinery		
Merchandise		
Bills receivable		
Stocks and securities		
Patent rights		
Trade marks		
Copyrights		
Good will		
*Services		
*Expenses		

*State clearly the nature of such services or expenses and the amount of stock to be issued therefor.

*Services must have been rendered and expenses incurred before stock is issued therefor.

The name, residence and post-office address of each of the officers are as follows:—

NAME OF OFFICE	NAME	RESIDENCE <small>City or Town of</small>	[Business] Post-Office	ADDRESS
President,	L. Cushing Goodhue,	Boston, Massachusetts,		389 Beacon St.
Treasurer,	Richard M. Nichols,	Cambridge, Massachusetts,		472 Broadway
Clerk,	Leonard Wheeler, Jr.,	Cambridge, Massachusetts,		22 Chauncy St
Directors,	L. Cushing Goodhue			
	Richard M. Nichols			
	Leonard Wheeler, Jr.			

Leave This Space For Binding

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed
our names, this 19th day of August in the year 1930.

Richard M. Nichols
Leonard Wheeler, Jr.
L. Cushing Goodhue

Stamping for posts and cover

Eastern Gold Mining Co.
Miner *\$1500.00*

Articles of Organization

GENERAL LAWS, CHAP. 186, SECT. 10

Filed in the office of the Secretary of the Commonwealth, and Certificate of Incorporation issued.
Aug. 19, 1930

I hereby certify that it appears upon an examination of the original articles of organization, the agreement of consolidation, the by-laws and the records of the incorporators duly submitted to me, that the requirements of chapter one hundred and fifty-six of the General Laws as amended, relating to the organization of corporations have been complied with, and I hereby approve said articles this
11th day of *August*
-AD- 1930

Wm. F. Jones
Secretary of Corporations and Trustees

Charter to be sent to

(Eastern Gold Mining Company)

RECORDED
(8-1930)
INDEXED
SEP 1 1930

Fee 1/20 of one per cent of authorized capital, with per value and one cent a share for that not less than \$50.- Cash per year, Chas. 186, Sect. 13.

EASTMAN KODAK INTERNATIONAL CAPITAL COMPANY, INC.

CERTIFICATE OF INCORPORATION

Incorporated under the laws
of the State of Delaware

CERTIFICATE OF INCORPORATION
OF
EASTMAN KODAK INTERNATIONAL CAPITAL COMPANY, INC.

The undersigned, for the purpose of organizing a corporation under the General Corporation Law of Delaware, does hereby certify:

FIRST: The name of the corporation is:
EASTMAN KODAK INTERNATIONAL CAPITAL COMPANY, INC.

SECOND: The address of the corporation's registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is Ten Thousand (10,000), which shares shall be of one class, shall be designated Common Stock and shall be without par

value.

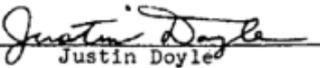
FIFTH: The name and mailing address of the incorporator is Justin Doyle, One Exchange Street, Rochester, New York 14614.

SIXTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders, it is further provided:

1. The election of directors of the corporation need not be by written ballot unless the by-laws so require.

2. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, alter, amend or repeal the by-laws of the corporation, in any manner not inconsistent with the laws of the State of Delaware or the Certificate of Incorporation of the corporation.

IN WITNESS WHEREOF, I have signed this certificate this 29th day of March, 1968.


Justin Doyle

STATE OF NEW YORK)
COUNTY OF MONROE) SS:

BE IT REMEMBERED, that on this 29th day of
March, A.D. 1968, personally came before me, a
Notary Public for the State of New York, Justin Doyle,
party to the foregoing Certificate of Incorporation,
known to me personally to be such, and acknowledged the
said Certificate to be his act and deed and that the
facts stated therein are true.

GIVEN under my hand ~~and seal of office~~ the day and
year aforesaid.



~~[Notarial Seal]~~

ROGER H. KESSEL
Notary Public in the State of New York
MONROE COUNTY, N. Y.
Commission Expires March 30, 1969

CERTIFICATE OF INCORPORATION
OF
Far East Development Ltd.

FIRST. The name of the corporation is Far East Development Ltd.

SECOND. The address of the corporation's registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its 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 Delaware.

FOURTH. The total number of shares which the corporation shall have authority to issue is 1,000 shares of Common Stock, and the par value of each of such shares of \$1.00 per share.

FIFTH. The name and mailing address of the incorporator is Walter T. Gilges, 343 State Street, Rochester, New York 14650.

SIXTH. The board of directors of the corporation is expressly authorized to make, alter or repeal by-laws of the corporation.

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SEVENTH. Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the corporation.

THE UNDERSIGNED incorporator hereby acknowledges that the foregoing certificate of incorporation is his act and deed and that the facts stated therein are true.

Dated: September 18, 1980.

Walter F. Gilges
Walter F. Gilges

957735

A359255

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FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE
RESTATED ARTICLES OF INCORPORATION
OF
FPC INC.

OCT 19 1988
March Fong Eu
MARCH FONG EU, Secretary of State

We, Joerg Agin the Chairman and J. K. Robinson the Assistant Secretary of FPC Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

That they are the Chairman and the Assistant Secretary, respectively of FPC Inc., a California corporation, formerly Metro Film Products.

That the Articles of Incorporation of Metro Film Products were filed by the Secretary of State on the 28th day of April, 1980.

That a restatement of the Articles of Incorporation of this corporation has been approved by the board of directors.

That the restatement of the Articles of Incorporation shall be as said articles are amended through the date of the filing of this certificate.

That these Restated Articles of Incorporation do not alter or amend in any respect the Articles of Incorporation of this corporation and that pursuant to Section 910 of the California Corporations Code these restated articles may be approved by the board of directors alone and do not require the approval of the outstanding shares.

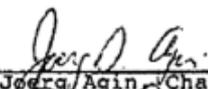
That the following sets forth the text of the articles of incorporation of this corporation as amended to the date of this certificate in full:

ONE: The name of this corporation shall be FPC Inc.

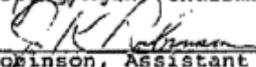
TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The corporation is authorized to issue only one class of shares of stock and the total number of shares which this corporation is authorized to issue is 7,500.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Rochester, New York, on October 12, 1988.



Joerg Agin, Chairman



J. K. Robinson, Assistant Secretary



957735

FILED
In the Office of the Secretary of State
of the State of California

APR 28 1980

ESUCH FONG, Secretary of State
E. Bill H. [Signature]
Deputy

ARTICLES OF INCORPORATION
OF
METRO FILM PRODUCTS

ONE: The name of this corporation shall be:
METRO FILM PRODUCTS

5
TWO: The purpose of this corporation is to
engage in any lawful act or activity for which a corporation
may be organized under the General Corporation Law of
California other than the banking business, the trust company
business or the practice of a profession permitted to be
incorporated by the California Corporations Code.

THREE: The name and address in the State of
California of this corporation's initial agent for service
of process is: Irving Fuller, 3602 Crenshaw Boulevard, Los
Angeles, California 90016.

FOUR: The corporation is authorized to issue only
one class of shares of stock and the total number of shares
which this corporation is authorized to issue is 7,500.

FIVE: Before there can be a valid sale or
transfer of any of the shares of this corporation by the
holders thereof, the holder of the shares to be sold or

transferred shall first give notice in writing to the secretary of the corporation of his intention to sell or transfer such shares. Said notice shall specify the number of shares to be sold or transferred, the price per share and the terms upon which such holder intends to make such sale or transfer. The secretary shall, within five (5) days thereafter, mail or deliver a copy of said notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholders personally or may be mailed to the last known addresses of such shareholders, as the same may appear on the books of this corporation. Within twenty (20) days after the mailing or delivery of said notice to such shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in said notice, shall deliver by mail or otherwise to the secretary of this corporation, a written offer or offers to purchase a specified number or numbers of such shares at the price and upon the terms stated in such notice.

If the total number of shares specified in such offers exceeds the number of shares referred to in said notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the secretary, as the number of shares of this corporation which he holds bears to the total number of shares held by

such shareholders offering to purchase the shares referred to in said notice to the secretary.

If all of the shares referred to in said notice are not disposed of under such apportionment, the secretary shall immediately notify the offering shareholders that there are undisposed of shares and such shareholders shall have five (5) days in which to agree among themselves as to the purchase of such undisposed of shares and notify the secretary of such agreement.

If all of the shares referred to in the original notice are disposed of pursuant to the provisions of this Article FIVE, the secretary shall, within thirty (30) days after receipt of the original notice, notify the holder of the shares to be sold or transferred of the election of the other shareholders to purchase all, but not less than all, of the shares to be sold or transferred.

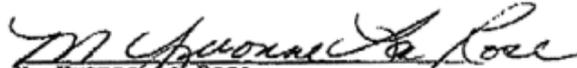
In the event the procedures specified in this Article fail to result in offers to purchase all of the shares to be sold or transferred, then the shareholder desiring to sell or transfer such shares may dispose of all of such shares of stock referred to in said notice to any person or persons he may desire within ninety (90) days after receipt of the original notice by the corporation; provided, however, that he shall not sell or transfer such

shares at a lower price or on terms more favorable to the purchasers or transferees than those specified in said notice.

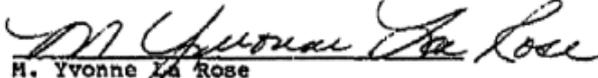
Any sale or transfer, or purported sale or transfer, of the shares of the corporation shall be null and void unless the terms, conditions and provisions of this Article FIVE are strictly observed and followed.

SIX: Each shareholder or subscriber to the stock of this corporation shall be entitled to full preemptive or preferential rights, as such rights have heretofore been defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any time by this corporation.

DATED: April 25, 1980.


M. Yvonne La Rose
Incorporator

I hereby declare that I am the person who executed
the foregoing Articles of Incorporation, which execution is
my act and deed.


M. Yvonne La Rose

A356692

957735
FILED
In the office of the Secretary of State
of the State of California

AUG 29 1988

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
METRO FILM PRODUCTS

March Fong Eu
MARCH FONG EU, Secretary of State

We, Joerg Agin the Chairman of the Board and J. K. Robinson the Assistant Secretary of Metro Film Products, a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Chairman of the Board and the Assistant Secretary, respectively, of Metro Film Products, a California corporation.

2. That an amendment to the Articles of Incorporation of this corporation has been approved by the Board of Directors.

3. The Articles of Incorporation of this corporation are amended by striking out Articles Five and Six which read as follows:

FIVE: Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of the corporation of his intention to sell or transfer such shares. Said notice shall specify the number of shares to be sold or transferred, the price per share and the terms upon which such holder intends to make such sale or transfer. The secretary shall, within five (5) days thereafter, mail or deliver a copy of said notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholders personally or may be mailed to the last known addresses of such shareholders, as the same may appear on the books of this corporation. Within twenty (20) days after the mailing or delivery of said notice to such shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in said notice, shall deliver by mail or otherwise to the secretary of this corporation, a written offer or offers to purchase a specified number or numbers of such shares at the price and upon the terms stated in such notice.

If the total number of shares specified in such offers exceeds the number of shares referred to in said notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the secretary, as the number of shares of this corporation which he holds bears to the total number of shares held by

such shareholders offering to purchase the shares referred to in said notice to the secretary.

If all of the shares referred to in said notice are not disposed of under such apportionment, the secretary shall immediately notify the offering shareholders that there are undisposed of shares and such shareholders shall have five (5) days in which to agree among themselves as to the purchase of such undisposed of shares and notify the secretary of such agreement.

If all of the shares referred to in the original notice are disposed of pursuant to the provisions of this Article FIVE, the secretary shall, within thirty (30) days after receipt of the original notice, notify the holder of the shares to be sold or transferred of the election of the other shareholders to purchase all, but not less than all, of the shares to be sold or transferred.

In the event the procedures specified in this Article fail to result in offers to purchase all of the shares to be sold or transferred, then the shareholder desiring to sell or transfer such shares may dispose of all of such shares of stock referred to in said notice to any person or persons he may desire within ninety (90) days after receipt of the original notice by the corporation; provided, however, that he shall not sell or transfer such

shares at a lower price or on terms more favorable to the purchasers or transferees than those specified in said notice.

Any sale or transfer, or purported sale or transfer, of the shares of the corporation shall be null and void unless the terms, conditions and provisions of this Article FIVE are strictly observed and followed.

SIX: Each shareholder or subscriber to the stock of this corporation shall be entitled to full preemptive or preferential rights, as such rights have heretofore been defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any time by this corporation.

4. That the sole shareholder has adopted said amendment by written consent. That the wording of said amendment as approved by the written consent of the sole shareholder is the same as that set forth in Article 3 of this Certificate. That said written consent was signed by the holder of all outstanding shares of the corporation.

5. This certificate shall become effective on filing.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Rochester, New York on August 22, 1988.

By


Joseph Agin
Chairman of the Board

By


J. K. Robinson
Assistant Secretary

957735

A359254

FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
METRO FILM PRODUCTS

OCT 19 1988

March Fong Eu
MARCH FONG EU, Secretary of State

We, Joerg Agin the Chairman of the Board and J. K. Robinson the Assistant Secretary of Metro Film Products, a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Chairman of the Board and the Assistant Secretary, respectively, of Metro Film Products, a California corporation.
2. That an amendment to the Articles of Incorporation of this corporation has been approved by the Board of Directors.
3. The amendment so approved by the Board of Directors is as follows:

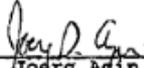
Article One of the Corporation's Articles of Incorporation be amended so as to read as follows:

ONE: The name of this corporation shall be FPC Inc.

4. That the sole shareholder has adopted said amendment by written consent. That the wording of said amendment as approved by the written consent of the sole shareholder is the same as that set forth in Article 3 of this Certificate. That said written consent was signed by the holder of all outstanding shares of the corporation.
-

5. This certificate shall become effective on filing.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at Rochester, New York on October 12, 1988.

By 
Georg Agin
Chairman of the Board

By 
J. K. Robinson
Assistant Secretary

RESTATED CERTIFICATE OF INCORPORATION

OF

F910703000355

CT

KODAK CARIBBEAN, LIMITED

CT

Under Section 807 of the Business Corporation Law.

We, Paul R. Groeschel, being the Vice President, and Gary P. VanGraafeiland, being the Secretary, of Kodak Caribbean, Limited, in accordance with Section 807 of the Business Corporation Law, do hereby certify:

1. The name of the corporation is Kodak Caribbean, Limited. It was formed under the name, Kodak Puerto Rico, Limited.
2. The Certificate of Incorporation was filed by the Department of State on June 6, 1956.
3. The Certificate of Incorporation as heretofore amended is further amended as follows:
 - (a) to amend article 2 so as to replace the purpose or purposes for which it was formed with a more modern statement.

In order to effect the foregoing, article 2 is hereby amended to read as follows:

"2. The purposes for which it is formed are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained."

(b) to delete article 4 with respect to the class of shares.

(c) to amend article 5 so as to modernize the article, and renumber it article 4.

In order to effect the foregoing, article 5 is hereby amended to read as follows:

"4. The office of the corporation in the State of New York is to be located in the County of Monroe, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is 343 State Street, Rochester, New York 14650-8266."

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- (d) to delete article 6 stating that the duration of the corporation is perpetual, since the Business Corporation Law provides that the duration of a corporation is perpetual in the absence of provision to the contrary in the Certificate of Incorporation
 - (e) to delete article 7 relating to the number of directors.
 - (f) to delete article 8 relating to the names and post office addresses of the initial directors.
 - (g) to delete article 9 relating to the name and post office address of each subscriber and the number of shares subscribed.
 - (h) to delete article 10 stating the age, citizenship and residence of one or more subscribers or directors of the corporation.
 - (i) to renumber article 11 which designates the Secretary of State of New York as the agent of the corporation upon whom process may be served as article 5.
 - (j) to delete article 12 granting power to the board of directors to appoint a legal representative before any authority in Puerto Rico, since such power is part of the power of management conferred on the board of directors by law.
 - (k) to delete article 13 stating that a director need not be a stockholder, since the Business Corporation Law does not require a director to be a stockholder.
4. The text of the Certificate of Incorporation, as heretofore amended, is hereby restated as further amended to read as herein set forth in full:

- *1. The name of the corporation is Kodak Caribbean, Limited.
2. The purposes for which it is formed are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, ~~agency~~ or other body, without such consent or approval first being obtained.
3. The aggregate number of shares which the corporation shall have authority to issue is 34,500 shares of the par value of one hundred dollars (\$100) per share.
4. The office of the corporation in the State of New York is to be located in the County of Nassau, and the

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address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is 343 State Street, Rochester, New York 14650-0266.

5. The Secretary of State of the State of New York is designated as the Agent of the corporation upon whom process in any action or proceeding against it may be served."

5. These amendments and the restatement of the Certificate of Incorporation were authorized by action of the board followed by action of the holders of all outstanding shares entitled to vote.

IN WITNESS WHEREOF, Kodak Caribbean, Limited has caused this certificate to be signed by Paul E. Grosschel, its Vice President, and Gary P. VanGraafeiland, its Secretary, this 7th day of June, 1991.

We affirm the statements contained herein as true under penalties of perjury.

KODAK CARIBBEAN, LIMITED

By 
WFG Paul E. Grosschel
Vice President
By 
Gary P. VanGraafeiland
Secretary

CSC 45

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970401000769

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
KODAK CARIBBEAN, LIMITED
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

We, the undersigned, the Vice President of Kodak Caribbean, Limited and the Secretary thereof hereby certify:

1. The name of the corporation is Kodak Caribbean, Limited.
2. The Certificate of Incorporation was filed by the Department of State on June 6, 1956.
3. Paragraph 1 of the Certificate of Incorporation which refers to the corporate name is amended to read as follows:

"1. The name of the corporation is
Kodak Americas, Ltd."

4. The amendment was authorized by action of the board followed by action of all outstanding shares entitled to vote.

IN WITNESS WHEREOF, we have subscribed this certificate this tenth day of March 1997, and we affirm that the statements contained herein are true under the penalties of perjury.

KODAK CARIBBEAN, LIMITED

By: /s/William L. Roberts
Name: William L. Roberts
Title: Vice President

By: /s/Joyce P. Haag
Name: Joyce P. Haag
Title: Secretary

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JUN-08-00 THU 12:15 PM GERALD WEINBERG P.C.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:45 AM 06/06/2000
001297630 - 3241322CERTIFICATE OF FORMATION
KODAK AVIATION LEASING LLC

FIRST: The name of the limited liability company is KODAK AVIATION LEASING LLC.

SECOND: Its Registered Office is to be located at 1209 Orange Street, Wilmington, Delaware 19801 in the county of New Castle. The Registered Agent in charge thereof is The Corporation Trust Company.

I, THE UNDERSIGNED, for the purpose of forming a limited liability company under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein are true, and I have accordingly hereunto set my hand this 1st day of June, 2000.

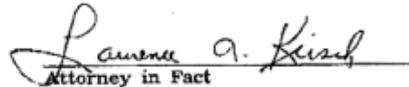

Attorney in Fact
LAWRENCE A. KIRSCH
90 State Street
Albany, New York

EXHIBIT A**Amended and Restated
Certificate of Incorporation
of
Ofoto, Inc.****A Delaware Corporation**

FIRST: The name of the corporation is **OFOTO, INC.** (the "*Corporation*").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 N. Orange Street, County of New Castle, Wilmington, DE 19801. The name of its 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 Delaware.

FOURTH: The Corporation is authorized to issue one class of shares to be designated "Common Stock". The number of shares of Common Stock authorized to be issued is one hundred (100). The Common Stock shall have a par value of \$ 0.0000001 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation.

SIXTH: The election of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before the voting begins or unless the bylaws of the Corporation so provide.

SEVENTH: To the fullest extent permitted by the General Corporation Law of Delaware as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article Seventh, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article Seventh, shall eliminate or reduce the effect of this Article Seventh in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Seventh, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

EIGHTH: The Corporation shall not be subject to or governed by the provisions of Section 203 of the General Corporation Law of Delaware, or any

amendment or successor provisions thereto, with respect to business combinations between the Corporation and interested stockholders.

NINTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
OFOTO, INC.

Ofoto, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Ofoto, Inc. be amended by changing Article I thereof so that, as amended, said Article shall read as follows:

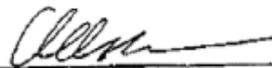
"The name of this corporation is Kodak Imaging Network, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Ofoto, Inc. has caused this certificate to be signed by Catherine McCabe its Secretary, this 22nd day of February, 2005.

OFOTO, INC.

By 
Catherine McCabe, Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:40 PM 02/25/2005
FILED 01:14 PM 02/25/2005
SRV 050159978 - 3059736 FILE

CSC 45 f 95030600q oqy

RESTATED CERTIFICATE OF INCORPORATION

OF

KODAK (NEAR EAST), INC.

We, Andre P. Nahas, being the President, and Gary P. Van Graafeiland, being the Secretary, of KODAK (Near East), Inc., in accordance with Section 807 of the Business Corporation Law of the State of New York, do hereby certify:

1. The name of the corporation is Kodak (Near East), Inc.
2. The Certificate of Incorporation was filed by the Department of State on December 3, 1947.
3. The Certificate of Incorporation as heretofore amended ~~is further amended as follows:~~

(a) to amend article 2 so as to replace the purpose or purposes for which it was formed with a more modern statement.

In order to effect the foregoing, article 2 is hereby amended to read as follows:

"2. The purposes for which it is formed are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained."

(b) to amend article 4 so as to modernize the article:

In order to effect the foregoing, article 4 is hereby amended to read as follows:

"4. The office of the corporation in the State of New York is to be located in the County of Monroe, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the

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corporation which may be served upon him is 343 State Street, Rochester, New York 14650-0208."

(c) to delete article 5 stating that the duration of the corporation is perpetual, since the Business Corporation Law provides that the duration of a corporation is perpetual in the absence of provision to the contrary in the Certificate of Incorporation.

(d) to delete article 6 relating to the number of directors.

(e) to delete article 7 relating to the names and post office addresses of the initial directors.

~~(f) to delete 8 relating to the names and post office address of each subscriber and the number of shares subscribed.~~

~~(g) to delete article 9 stating the age, citizenship and residence of one or more subscribers or directors of the corporation.~~

(h) to renumber article 10 as article 5.

(i) to delete article 11 granting power to the board of directors to appoint legal representative before any authority in any country in the Near East or elsewhere since such power is part of the power of management conferred on the board of directors by law.

(j) to delete article 12 stating that the director need not be a stockholder, since the Business Corporation Law does not require a director to be stock holder.

4. The text of the Certificate of Incorporation ~~as~~ heretofore amended, is hereby restated as further amended to read as herein set forth in full:

"1. The name of the corporation is KODAK (Near East) Inc.

2. The purposes for which it is formed are to engage in any lawful act or activity for which corporation ~~may~~ may be organized under the Business Corporation ~~Law~~

2

provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained

3. The aggregate number of shares which the corporation shall have the authority to issue is twelve thousand (12,000) shares of the par value of One Hundred Dollars (\$100) each.

4. The office of the corporation in the State of New York is to be located in the County of Monroe, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is 343 State Street, Rochester, New York 14650-0208.

5. The Secretary of State of the State of New York is hereby designated as agent of the corporation upon whom process in any action or proceeding against it may be served."

5. These amendments and the Restated Certificate of Incorporation were authorized by action of the board followed by action of the holders of all outstanding shares entitled to vote.

IN WITNESS WHEREOF, Kodak (Near East), Inc. has caused this certificate to be signed by Andre P. Nahas, its President, and Gary P. Van Graafeiland, its Secretary, this 28 day of February, 1995.

KODAK (NEAR EAST) INC.
By _____
Secretary

CERTIFICATE OF INCORPORATION

OF

KODAK PHILIPPINES, LTD.

Pursuant to Article Two of the Stock Corporation Law

* * * * *

We, the undersigned, desiring to form a corporation pursuant to Article Two of the Stock Corporation Law of the State of New York hereby make, subscribe and acknowledge this certificate for that purpose, as follows:-

1. The name of the proposed corporation is KODAK PHILIPPINES.
2. The purposes for which it is to be formed are as follows:

To operate a service station or stations for the development and printing of motion picture film; to operate motion picture film changes; to deal in, acquire by lease or otherwise, and to lease or otherwise dispose of to others, photographic motion picture films and film rights; to make motion pictures; to manufacture, purchase or otherwise acquire, and to sell and deal in, both at wholesale and retail all kinds of photographic materials, goods, wares and merchandise, and all other goods, wares and merchandise which may be required for any the Company's business, or which may seem capable of being profitably used or dealt in in connection therewith; to carry on said business the Philippine Islands or elsewhere and to establish and maintain a general office at Manila, or elsewhere in the Philippine Islands.

3. The amount of the capital stock is to be Fifty Thousand Dollars (\$50,000.00).

4. The capital stock is to consist of five hundred (500) shares the par value of One Hundred Dollars (\$100.00) each, all of which are to be of the same class.

3/28/41

5. The office of the corporation is to be located in the City of Rochester, in the County of Monroe and State of New York.
6. Its duration is to be perpetual.
7. The number of its directors is to be five (5).
8. The names and post-office addresses of the directors, until the first annual meeting of the stockholders, are as follows:-

<u>Names.</u>	<u>Post-Office Addresses.</u>
Charles F. Ames,	343 State Street, Rochester, N. Y.
Arthur H. Paul,	343 State Street, Rochester, N. Y.
Domingo E. Delgado,	343 State Street, Rochester, N. Y.
Rudolph Speth,	343 State Street, Rochester, N. Y.
Milton K. Robinson,	343 State Street, Rochester, N. Y.

9. The names and post-office address of each subscriber to this Certificate of Incorporation and a statement of the number of shares of stock which he agrees to take, are as follows:

<u>Names.</u>	<u>Addresses.</u>	<u>No. of Shares.</u>
Charles F. Ames,	343 State St., Rochester, N. Y.	1
Arthur H. Paul,	343 State St., Rochester, N. Y.	1
Domingo E. Delgado,	343 State St., Rochester, N. Y.	1
Rudolph Speth,	343 State St., Rochester, N. Y.	1
Milton K. Robinson,	343 State St., Rochester, N. Y.	1

10. All of the subscribers to this Certificate are of full age; at least two-thirds of them are citizens of the United States, and at least one of them is a resident of the State of New York. All of the persons named as directors are of full age, and at least one of them is a citizen of the United States and a resident of the State of New York.

11. The properties and management of the business of this corporation shall be placed in the hands of the Board of Directors, who shall have full powers of administration and shall make ~~and~~ authorize any contracts which will be necessary or desirable in the development of the business of the corporation.

State of New York
 County of New York
 City of Rochester

Directors shall also be the legal representative
 of the corporation before any authorities in the Philippine Islands
 elsewhere, with full power of attorney, including all powers, powers
 those for which the Philippine law requires special clauses. The
 is also authorized to grant to any person by power of attorney full
 powers of representation in the Philippine Islands or elsewhere, as
 required by Philippine law, and to authorize said person to make a
 or partial assignment of his powers to a third person or persons

12. It is necessary for a director of said corporation
 to be a resident of in order to qualify him to act as such
 director

In presence of us, we have made, subscribed and acknowledged
 this Certificate in duplicate.

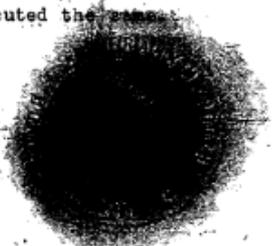
Dated this 14th day of November, 1927.

Charles F. Arney Charles F. Arney
John B. ... John B. ...
Milton K. Robinson

State of New York :
County of Monroe : ss.
City of Rochester :

On this 29th day of Nov-, 1927, before me, the sub-
scriber, personally appeared Charles F. Ames, Arthur H. Paul, Domingo
E. Delgado, Rudolph Speth and Milton K. Robinson, to me personally
known to be the same persons described in and who executed the fore-
going instrument, and they duly severally acknowledged to me that they
executed the same.

Francis M. Lynch
Notary Public.



Certificate of Increase of Capital
Stock and of Number of Shares

of

Kodak Philippines, Ltd.,

Pursuant to Section Thirty-six of
the Stock Corporation Law.

We, the undersigned, constituting the holders
of record of all of the outstanding shares of Kodak
Philippines, Ltd., entitled to vote on an increase of
capital stock and of number of shares of said corpora-
tion, certify:

1. The name of this corporation is KODAK
PHILIPPINES, LTD.
2. The certificate of incorporation was filed
in the office of the Secretary of State on the second
day of December, 1927.
3. The total amount of the previously author-
ized capital stock is Fifty Thousand Dollars (\$50,000.00).
4. The total number of shares which the corpora-
tion is already authorized to issue is five hundred (500),
all of the par value of One Hundred Dollars (\$100.00) each.
5. The shares already authorized are classified
as follows: All shares are of the same class.
6. The number of shares issued and outstanding
is two hundred (200).
7. The amount to which the capital stock is

407-72-1

increased is One Hundred Thousand Dollars (\$100,000.00).

B. The total number of shares, including those previously authorized, which the corporation may henceforth have is one thousand (1,000), all of which, as heretofore, are to be of the par value of One Hundred Dollars (\$100.00) each, and all of which shall be of the same class as heretofore.

IN WITNESS WHEREOF, we have made and subscribed this certificate in duplicate, this 14th day of October, 1931.



WWR

EASTMAN KODAK COMPANY

By

Frank W. Lovejoy

STATE OF NEW YORK,
COUNTY OF MONROE, ss.
CITY OF ROCHESTER:

On this 14th day of October, 1931, before me, the subscriber, personally appeared Frank W. Lovejoy, to me known, who, being by me duly sworn, did depose and say that he resides in the City of Rochester, New York; that he is one of the Vice Presidents of Eastman Kodak Company, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is said corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name hereto by like order.



Mabel L. Baber
Notary Public.

STATE OF NEW YORK:
COUNTY OF MONROE : ss.
CITY OF ROCHESTER:

Milton K. Robinson, being duly sworn, deposes and says: That he is the Secretary of Kodak Philippines, Ltd., the corporation mentioned and described in the foregoing certificate; that the persons who have executed the foregoing certificate constitute the holders of record of all the outstanding shares of said corporation entitled to vote thereon.

Milton K. Robinson

Sworn to before me this
15th day of October, 1931.

Matel L. Baber
Notary Public.



~~Certificate of Amendment of~~
~~Certificate of Incorporation~~

of

KODAK PHILIPPINES, LTD.

Pursuant to Section Thirty-six of the Stock Corporation Law.

The undersigned being the holder of record of all the outstanding shares of the corporation entitled to vote with relation to the proceedings provided for in this certificate does hereby certify as follows:

1. The name of the corporation is Kodak ~~Philippines,~~ Ltd.
2. The certificate of incorporation was filed in the office of the Secretary of State of the State of New York on the 2nd day of December, 1927.
3. The certificate of incorporation of this corporation is amended to effect one or more of the changes authorized by Subdivision 2 of Section 35 of the Stock Corporation Law of New York, to wit: to change the number of its authorized shares, and to increase the amount of its capital stock.

The certificate of incorporation as heretofore amended and as presently in force and effect provides in Articles 3 and 4 thereof that the amount of the capital stock is One hundred thousand Dollars (\$100,000.) to consist of one thousand (1,000) shares of the par value of One hundred Dollars (\$100.00) each.

5. The certificate of incorporation is hereby amended so that Articles 3 and 4 thereof shall read as follows:

"3. The amount of the capital stock is to be Two hundred fifty thousand Dollars ~~(\$250,000.)~~

2821-57-1

4. The capital stock is to consist of
two thousand five hundred (2,500) shares of the
par value of One hundred Dollars (\$100.00) each,
all of which are to be of the same class."

IN WITNESS WHEREOF the undersigned has subscribed
and acknowledged this certificate this 26th day of October,
1950.

EASTMAN KODAK COMPANY

Donald W. Maule
Vice-President

State of New York:--
County of Monroe: ss.
City of Rochester:

On the 26th day of October, in the year 1950, before me
personally came D. McMASTER, to me known, who, being by me duly
sworn, did depose and say that he resides in the Town of Brighton,
New York; that he is a Vice-President of Eastman Kodak Company,
the corporation described in and which executed the above instru-
ment; that he knows the seal of said corporation; that the seal
affixed to said instrument is such corporate seal; that it was
so affixed by order of the Board of Directors of said corporation,
and that he signed his name thereto by like order.

Gertrude S. Pfen
Notary Public
GERTRUDE S. PFEN
NOTARY PUBLIC IN THE STATE OF NEW YORK
MONROE COUNTY
MY COMMISSION EXPIRES MARCH 1953



7871-57-2

~~STATE OF NEW YORK:~~

~~: ss.~~

~~COUNTY OF MONROE:~~

~~MR. ROBINSON being duly sworn, deposes and says that he is the duly elected, qualified and acting Secretary of Kodak Philippines, Ltd., and as such is custodian of the stock book of said corporation; that the persons who have executed the foregoing certificate constitute in person the holders of record of all of the outstanding shares of said corporation entitled to vote with relation to the proceedings provided for in the certificate.~~

MR. Robinson

Subscribed and sworn to before me this 26th day of October, 1950.

Gertrude J. Stein
Notary Public
GERTRUDE
NOTARY PUBLIC IN THE STATE OF NEW YORK
MONROE COUNTY
MY COMMISSION EXPIRES MARCH 1952

STATE OF NEW YORK:
: ss.
COUNTY OF MONROE :

A. STUBER, being duly sworn, deposes and says that he is the Vice-President of Kodak Philippines, Ltd., the corporation named in the annexed certificate of amendment of certificate of incorporation increasing the number of shares and capital stock of said corporation pursuant to Section Thirty-six of the Stock Corporation Law, that the number of additional shares which the corporation is thereby authorized to issue is one thousand five hundred (1,500) all of which are to be of the par value of One hundred Dollars (\$100.00) each.

Adolph Stuber
Subscribed and sworn to before me this 26th day of October, 1950.
GERTRUDE
NOTARY PUBLIC IN THE STATE OF NEW YORK
MONROE COUNTY
MY COMMISSION EXPIRES MARCH 1952
Notary Public

STATE OF NEW YORK
1 SS.
COUNTY OF MONROE:

J. D. FEWSTER, being duly sworn, deposes and says that he is Assistant Treasurer of Kodak Philippines, Ltd., the corporation named in the annexed certificate of amendment of certificate of incorporation increasing the number of shares and capital stock of said corporation pursuant to Section Thirty-six of the Stock Corporation Law; that the number of additional shares which the corporation is hereby authorized to issue is one thousand five hundred (1,500) all of which are to be of the par value of One hundred Dollars (\$100.00) each.

J. D. Fewster

Subscribed and sworn to before me this 26th day of October, 1950.

Gertrude J. Lewis
Notary Public

GERTRUDE
NOTARY PUBLIC IN THE STATE OF NEW YORK
MONROE COUNTY
MY COMMISSION EXPIRES MARCH 1, 1952



78712-57-9

Certificate of Amendment of
Certificate of Incorporation
of

KODAK PHILIPPINES, LTD.

Pursuant to Section Thirty-six of the Stock
Corporation Law:

The undersigned being the holder of record of all the
outstanding shares of the corporation entitled to vote with
relation to the proceedings provided for in this certificate
does hereby certify as follows:

378260

1. The name of the corporation is Kodak Philippines,
Ltd.

2. The certificate of incorporation was filed in the
office of the Secretary of State of the State of New York on
the 2nd day of December, 1927.

~~3. The certificate of incorporation of this corporation~~
is hereby amended to effect one or more of the changes authorized
by Subdivision 2 of Section 35 of the Stock Corporation Law of
New York, to wit: to change the number of its authorized shares,
and to increase the amount of its capital stock.

4. The certificate of incorporation as previously filed
and as heretofore amended provides in Articles 3 and 4 thereof
that the amount of the capital stock is Two hundred fifty
thousand Dollars (\$250,000.) to consist of two thousand five
hundred (2,500) shares of the par value of One hundred Dollars
(\$100.00) each.

5. The certificate of incorporation is hereby further
amended so that Articles 3 and 4 thereof shall read as follows:

- 3. The amount of the capital stock shall be Six hundred thousand Dollars (\$600,000.).
- 4. The capital stock shall consist of six thousand (6,000) shares of the par value of One hundred Dollars (\$100.00) each, all of which are to be of the same class."

IN WITNESS WHEREOF the undersigned has subscribed and acknowledged this certificate this 30th day of April, 1963.

EASTMAN KODAK COMPANY
 By Gerald B. Zornow
 Vice-President

State of New York
 County of Monroe ss.
 City of Rochester:

On the 30th day of April, in the year 1963, before me personally came Gerald B. Zornow, to me known, who, being by me duly sworn, did depose and say that he resides in the Town of Brighton, New York; that he is a Vice-President of Eastman Kodak Company, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

Gertrude S. Peer
 Notary Public

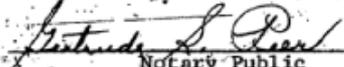
GERTRUDE S. PEER
 NOTARY PUBLIC, STATE OF NEW YORK
 COUNTY OF MONROE
 MY COMMISSION EXPIRES MARCH 30, 1964

STATE OF NEW YORK:
: ss.
COUNTY OF MONROE :

W. F. SHEPARD being duly sworn, deposes and says that he is the Secretary of Kodak Philippines, Ltd., and that the persons who have executed the foregoing certificate constitute in person the holders of record of all of the outstanding shares of said corporation entitled to vote with relation to the proceedings provided for in such certificate.



Subscribed and sworn to before me this 30th day of April, 1961.


Notary Public

GERTRUDE S. PEER
NOTARY PUBLIC, STATE OF NEW YORK
COUNTY OF MONROE
NY COMMISSION EXPIRES MARCH 30, 1964

STATE OF NEW YORK:
: ss.
COUNTY OF MONROE :

W. F. SHEPARD, being duly sworn, deposes and says that he is the Secretary of Kodak Philippines, Ltd., the corporation named in the annexed certificate of amendment of certificate of incorporation increasing the number of shares and capital stock of said corporation pursuant to Section Thirty-six of the Stock Corporation Law;

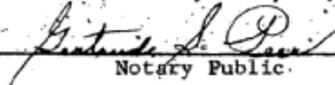
That the number of additional shares which the corporation is thereby authorized to issue is three thousand five hundred (3,500) all of which are to be of the par value of One hundred Dollars (\$100.00) each;

That no shares are changed by the foregoing certificate;
and

That no increase in the par value of shares is
authorized by the foregoing certificate.



Subscribed and sworn to before
me this 30th day of April, 1963.



Notary Public.

----- GERTRUDE S. PEER -----
NOTARY PUBLIC, STATE OF NEW YORK
COUNTY OF MONROE
MY COMMISSION EXPIRES MARCH 30, 1964.

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CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
KODAK PHILIPPINES, LTD.

Under Section 805 of the Business Corporation Law

The undersigned holder of record of all outstanding shares of Kodak Philippines, Ltd. entitled to vote hereon hereby certifies:

- 1. The name of the corporation is Kodak Philippines, Ltd.
- 2. The Certificate of Incorporation was filed by the Secretary of State on December 2, 1927.

3. The Certificate of Incorporation is hereby amended as authorized by Section 801 of the Business Corporation Law to effect the following amendments:

(a) Paragraph 1 of the Certificate of Incorporation is amended by deleting the word "proposed," and as so amended Paragraph 1 reads:

- 1. The name of the corporation is Kodak Philippines, Ltd.

(b) Paragraph 2 of the Certificate of Incorporation which sets forth the purposes of the corporation is amended by deleting the entire paragraph and substituting therefor the following:

- 2. The purposes of the corporation are as follows:
To engage in any commercial, mercantile, industrial, manufacturing, import and/or export activities; photo processing and photofinishing services, research, licensing, servicing, agency or brokerage business not prohibited by law, and any, some or all of the foregoing.

To acquire, hold, create interests in, or dispose of real or personal property, tangible or intangible, of any kind in any manner.

(c) Paragraphs 6, 7, 8, 9, 10, 11 and 12 of the Certificate of Incorporation are deleted in their entirety.

Paragraph 3 provided for perpetual duration of the corporation, a matter now covered by Section 202(a)(1) of the Business Corporation Law.

Paragraph 7 fixed the number of directors at five.

Paragraph 8 gave the names and post office addresses of the original directors.

Paragraph 9 gave the names and post office addresses of each subscriber to the Certificate of Incorporation and stated the number of shares he agreed to take.

Paragraph 10 stated that the directors and subscribers met certain qualifications required by the law then in force.

Paragraph 11 stated that the properties and management of the business was placed in the hands of the Board of Directors and conferred powers on the Board, matters now covered by Article 7 of the Business Corporation Law.

Paragraph 12 provided that a director need not be a stockholder to qualify as a director, a provision obsolete under the Business Corporation Law.

(d) A new paragraph 6 is added to the Certificate of Incorporation reading as follows:

2

6. ~~The Secretary of State of the State of New York is designated as the agent of the corporation upon whom any service in any action or proceeding against it may be served. The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him is 343 State Street, Rochester, New York 14650.~~

(e) A new paragraph 7 is added to the Certificate of Incorporation reading as follows:

7. No holder of shares of the corporation of any class now or hereafter authorized, shall have any preferential or preemptive right to subscribe for, purchase or receive any shares of the corporation of any class, ~~now or hereafter~~ authorized, or any options or warrants for such shares, or any rights to subscribe to or purchase such shares, or any securities convertible into or exchangeable for such shares, which may at any time be issued, sold or offered for sale by the corporation.

~~The above amendments to the Certificate of Incorporation were authorized by unanimous written consent setting forth the action taken, signed by the holder of all outstanding shares entitled to vote thereon.~~

~~IN WITNESS WHEREOF, the undersigned shareholder has made and signed this Certificate on the 5th day of September, 1980, and affirms the statements contained herein are true under the penalties of perjury.~~

EASTMAN KODAK COMPANY

By C. J. Murphy
C. J. Murphy
W.F.G. Group Vice President

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CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of
KODAK PHILIPPINES, LTD.

Under Section 805 of the Business Corporation Law

The undersigned holder of record of all outstanding shares of Kodak Philippines, Ltd. entitled to vote hereon hereby certifies:

1. ~~The name of the corporation is Kodak Philippines, Ltd.~~

2. ~~The Certificate of Incorporation was filed by the Secretary of State on December 2, 1927.~~

3. The Certificate of Incorporation is hereby amended as authorized by Section 801 of the Business Corporation Law to effect the following amendments:

(a) Paragraphs 3 and 4 of the Certificate of Incorporation are amended to increase the authorized capital of the corporation from Six Hundred Thousand Dollars consisting of 6,000 shares of \$100 par value each to One Million Eight Hundred Thousand Dollars consisting of 18,000 shares of \$100 par value each; Paragraph 3 is amended by deleting the words and figures "Six Hundred Thousand Dollars (\$600,000.)" and substituting therefor the following words and figures "One Million Eight Hundred Thousand Dollars (\$1,800,000.); as so amended Paragraph 3 reads:

3. The amount of the capital stock shall be One Million Eight Hundred Thousand Dollars (\$1,800,000.)

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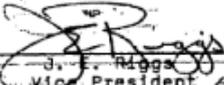
(b) Paragraph A of the Certificate of Incorporation is amended by deleting the words and figures "six thousand (6,000)" and substituting therefor the following words and figures "~~eighteen thousand (18,000)~~", as so amended Paragraph 4 reads:

4. ~~The capital stock shall consist of eighteen thousand (18,000) shares of the par value of One Hundred Dollars (\$100) each, all of which are to be of the same class.~~

The above amendments to the Certificate of Incorporation were authorized by unanimous written consent setting forth the action taken, signed by the holder of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned shareholder has ~~made and signed this Certificate on the 4th day of~~ January, 1984, and affirms the statements contained herein are true under the penalties of perjury.

EASTMAN KODAK COMPANY

By 
J. E. Riggs
Vice President AND
SOLE SHAREHOLDER

2

RESTATED OF THE CERTIFICATE OF INCORPORATION

OF

KODAK PORTUGUESA LIMITED

F920529000354
CT

CT

Under Section 807 of the Business Corporation Law

We, Gary P. Van Graafeiland, being the Vice President, and Walter F. Gilges, being the Assistant Secretary, of Kodak Portuguesa Limited, in accordance with Section 807 of the Business Corporation Law, do hereby certify:

1. The name of the corporation is Kodak Portuguesa Limited.
2. The Certificate of Incorporation was filed by the Department of State on April 23, 1951.
3. The Certificate of Incorporation as heretofore amended is further amended as follows:
 - (a) to delete "proposed" from article 1 so that it reads as follows:

"1. The name of the corporation is Kodak Portuguesa Limited."
 - (b) to amend article 2 so as to replace the purpose or purposes for which it was formed with a more modern statement.

In order to effect the foregoing, article 2 is hereby amended to read as follows:

"2. The purposes for which it is formed are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained."

- (c) to bring up to date the mailing address in article 5 so that it reads as follows:

f

Page 2

"5. The office of the corporation is to be located in the City of Rochester, in the County of Monroe and State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him, is 343 State Street, Rochester, New York 14650."

(d) to delete article 6 stating that the duration of the corporation is perpetual, since the Business Corporation Law provides that the duration of a corporation is perpetual in the absence of provision to the contrary in the Certificate of Incorporation.

(e) to add a new article 6

"6. The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served."

(f) to delete article 7 relating to the number of directors.

(g) to delete article 8 relating to the names and post office addresses of the initial directors.

(h) to delete article 9 relating to the names and post office address of each subscriber and the number of shares subscribed.

(i) to delete article 10 stating the age, citizenship and residence of one or more subscribers or directors of the corporation.

(j) to renumber article 11 which designates the Secretary of State of New York as the agent of the corporation upon whom process may be served as article 6.

(k) to delete article 12 granting power to the board of directors to appoint legal representative before any authority in Portugal, since such power is part of the power of management conferred on the board of directors by law.

(l) to delete article 13 stating that the director need not be a stockholder, since the Business Corporation Law does not require a director to be a stockholder.

4. The text of the Certificate of Incorporation, as heretofore amended, is hereby restated as further amended to read as herein set forth in full:

2

1. The name of the corporation is Kodak Portuguesa Limited.
 2. The purposes for which it is formed are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body, without such consent or approval first being obtained.
 3. The amount of the capital stock is to be One hundred thousand dollars (\$100,000).
 4. The capital stock is to consist of one thousand (1000) shares, of the par value of One hundred dollars (\$100.00) each, all of which are to be of the same class.
 5. The office of the corporation is to be located in the City of Rochester, in the County of Monroe and State of New York, and the address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him, is 343 State Street, Rochester, New York 14650.
 6. The Secretary of State of the State of New York is hereby Designated as the agent of the corporation upon whom process in any action or proceeding against it may be served.
5. These amendments and the restatement of the Certificate of Incorporation were authorized by action of the board followed by action of the holders of all outstanding shares entitled to vote.

IN WITNESS WHEREOF, Kodak Portuguesa Limited has caused this certificate to be signed by Gary P. Van Graafeiland, its Vice President, and Walter F. Gilges, its Assistant Secretary, this 13th day of April, 1992.

~~Page 4~~

~~We certify the statements contained herein as true under
penalty of perjury.~~

KODAK PORTUGUESA LIMITED

By 
Gary P. Van Greenfield
Vice President

By 
Walter F. Gilgas
Assistant Secretary

4



CERTIFICATE OF INCORPORATION
OF
RECORDAK SALES CORPORATION

(Under Section 402 of the Business Corporation Law)

528163

WE, THE UNDERSIGNED, all of the age of twenty-one years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of New York, do hereby certify:

FIRST: The name of the corporation is RECORDAK SALES CORPORATION.

SECOND: The purposes for which it is formed are:

To manufacture, purchase, rent or otherwise acquire, sell, lease, pledge or otherwise dispose of or deal in machines and apparatus for photographically recording any written instruments or graphic materials and all materials and supplies therefor; to manufacture, purchase, sell, lease or otherwise acquire, dispose of and deal in photographic goods, materials and supplies of all kinds, and all other goods, wares and merchandise which may be required for any of the company's business or which may seem capable of being profitably used or dealt in in connection therewith; to develop and print photographic film, including motion picture film; to do any and all other incidental things necessary or deemed advisable in the lawful conduct of its business.

THIRD: The office of the corporation is to be located in the City of Rochester, County of Monroe, State of New York.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) of the par value of One Hundred Dollars (\$100.00) each.

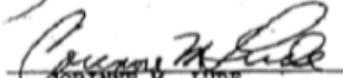
FIFTH: The Secretary of State is designated as

The agent of the corporation upon whom process against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 303 State Street, Rochester, New York 14609.

IN WITNESS WHEREOF, we have made and signed this certificate this 22nd day of November A.D. 1965, and we solemnly swear the statements contained therein as true under penalties of perjury.



CHARLES G. HUB
1086 Ellicott Square Bldg.
Buffalo, New York 14203



CORINNE M. LUDE
1086 Ellicott Square Bldg.
Buffalo, New York 14203

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
RECORDAK SALES CORPORATION

Under Section 805 of the Business Corporation Law

We, the undersigned, JAMES M. ARNOLD and WILLIAM F. SHEPARD, being respectively the President and the Secretary of Recordak Sales Corporation (hereinafter the "Corporation"), do hereby certify and set forth:

1. The name of the Corporation is "RECORDAK SALES CORPORATION".

2. The Certificate of Incorporation of the Corporation was filed by the Department of State on November 23, 1965.

3. The Certificate of Incorporation of the Corporation is hereby amended, pursuant to Section 801 of the Business Corporation Law, to effect a change in the corporate name and to enlarge the corporate purposes.

~~4. Paragraph FIRST of the Certificate of Incorporation is hereby amended so as to read in its entirety as follows:~~

FIRST: The name of the Corporation is Eastman Kodak Exposition Company, Ltd.

5. The ~~provisions~~ of the Certificate of Incorporation is hereby amended by the addition of the following:

To design, develop, establish, construct, operate and maintain displays, fairs, exhibits and expositions of all kind and nature in the United States and in any or all foreign countries; to do any and all things incidental to, necessary, suitable, useful, or conducive to presenting and promoting the operation, products, properties and interests of the Corporation, or of any other person, firm or corporation for which the Corporation is acting as agent or representative.

To engage in any commercial, mercantile, manufacturing, mining, industrial, importing, ~~exporting or trading business,~~ venture, activity, or service or other similar business venture or activity.

To engage in scientific and technological research and pursuits of every lawful kind and description and to utilize, employ and exploit any and all knowledge resulting therefrom

To construct, purchase, lease or otherwise acquire, own, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property, tangible or intangible, of every kind and description.

6. The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized

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by Eastman Kodak Company, the holder of all the out-
standing shares of the Corporation entitled to vote there-
on.

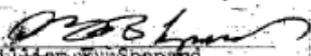
IN WITNESS WHEREOF, the undersigned have execu-
ted and signed this Certificate this 25 day of Novem-
ber, 1968.


James M. Arnold, President


William F. Shepard, Secretary

STATE OF NEW YORK)
COUNTY OF MONROE) SS:
CITY OF ROCHESTER)

WILLIAM F. SHEPARD, being duly sworn, deposes
and says that he is one of the persons who signed the fore-
going Certificate; that he signed said Certificate in the
capacity set beneath his signature thereon; that he has
read the foregoing Certificate and knows the contents
thereof; and that the statements contained therein are true
to his own knowledge.


William F. Shepard

Sworn to before me this
25 day of November, 1968.



the Company is the holder of all the
outstanding shares of the capital stock of Recordak Sales
Corporation.

It is desired to change the name of that
corporation and to add to its purposes, so that it may, on
behalf of the Company, participate in International and other
exhibits, fairs, displays and expositions;

NOW, THEREFORE, be it

RESOLVED: That in the judgment of this Board,
the name "Eastman Kodak Exposition Company, Ltd." is not so
similar to the name of the Company as to tend to confuse or
deceive; further

RESOLVED: That the President or any Vice-President
of the Company is hereby authorized to consent, in writing on
behalf of the Company, pursuant to Section 615 of the New
York Business Corporation Law, to the filing of a Certificate
of Amendment of the Certificate of Incorporation of Recordak
Sales Corporation, changing its name to Eastman Kodak Exposit-
tion Company, Ltd. and amending its purposes by adding thereto
substantially the following:

To design, develop, establish, construct, operate
and maintain displays, fair exhibits and expositions
of all kind and nature in the United States and in
any or all foreign countries; to do any and all
things incidental to, necessary, suitable, useful,
or conducive to presenting and promoting the operation,
products, properties and interests of the Corporation,
or of any other person, firm or corporation for
which the Corporation is acting as agent or represen-
tative.

To engage in any commercial, mercantile, manu-
facturing, mining, industrial, importing, exporting,
or trading business, venture, activity, or service
or other similar business, venture or activity.

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To engage in scientific and technological research and pursuits of every lawful kind and description and to utilize, employ and exploit any and all knowledge resulting therefrom.

To construct, purchase, lease or otherwise acquire, use, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property, tangible or intangible, of every kind and description.

I, W. F. Shepard, do hereby certify that I am Secretary of Eastman Kodak Company, a New Jersey corporation, with principal place of business at Rochester, New York, and have the care and custody of the minute book of said Company; that the foregoing is a true and correct copy and transcript of certain preambles and resolutions, and the whole thereof duly and unanimously adopted at a regular meeting of the Board of Directors of said Eastman Kodak Company, duly called and held at Kingsport, Tennessee, on the 21st day of November, 1968, at which meeting a quorum was present; and that said resolutions have not been repealed, amended, or modified in any respect and are now in full force and effect.

WITNESS my hand and the official seal of said corporation in the City of Rochester, New York, this 25th day of November, 1968.


Secretary

Amended
4145667
CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
EASTMAN KODAK EXPOSITION COMPANY, LTD.

Under Section 805 of the Business Corporation Law

We, the undersigned, HARMAR BRERETON and
LEONARD S. ZARTMAN, being respectively the President and
the Secretary of Eastman Kodak Exposition Company, Ltd.
(hereinafter the "Corporation"), do hereby certify and
set forth:

1. The name of the Corporation is "EASTMAN
KODAK EXPOSITION COMPANY, LTD.", formerly "RECORDAK SALES
CORPORATION"

2. The Certificate of Incorporation of the
Corporation was filed by the Department of State on
November 23, 1965.

3. The Certificate of Incorporation of the
Corporation is hereby amended, pursuant to Section 801 of
the Business Corporation Law, to effect a change in the
corporate name and to enlarge the corporate purposes.

4. Paragraph FIRST of the Certificate of
Incorporation is hereby amended so as to read in its
entirety as follows:

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FIRST. The name of the Corporation is Eastman Kodak Communications, Inc.

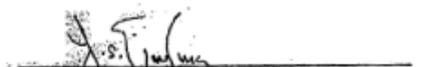
Paragraph SECOND of the Certificate of Incorporation is hereby amended by the addition of the following:

To construct, maintain, and operate radio stations in cities or locations within the United States, its territories, and possessions, or on board vessels or aircraft of the United States consisting of land stations, portable stations and mobile stations, and any combination thereof, to engage in the business of rendering radio communications service, ~~not for profit~~ ~~not~~ pursuant to the rules and regulations of the Federal Communications Commission, to its parent or sister corporations; and to buy, lease, sell and otherwise deal in such radio station and associated equipment as may be necessary for the purposes. The Corporation will not engage in any activities for which only Transportation Corporations may be formed.

6. The foregoing amendments to the Certificate of Incorporation of the Corporation were authorized by Eastman Kodak Company, the holder of all the outstanding shares of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate this 17th day of March, 1974.


Harman Brereton, President

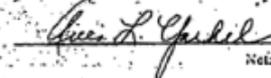

Leonard S. Zartman, Secretary

STATE OF NEW YORK)
COUNTY OF MONROE) SS:
CITY OF ROCHESTER)

LEONARD S. ZARTMAN, being duly sworn, deposes and says that he is one of the persons who signed the foregoing Certificate; that he signed said Certificate in the capacity set beneath his signature thereon; that he has read the foregoing Certificate and knows the contents thereof; and that the statements contained therein are true to his own knowledge.


Leonard S. Zartman

Sworn to before me this 17th day of March, 1974.


ARIS L. YAENEL
Notary Public in the State of New York
MONROE COUNTY, N. Y.
Commission Expires March 30, 1975

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CT-07

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CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
EASTMANKODAK COMMUNICATIONS, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

1. The name of the corporation is Eastmankodak Communications, Inc. The name under which the corporation was formed is Recordak Sales Corporation.
2. The certificate of incorporation of said corporation was filed by the Department of State on the 23rd day of November 1965.
3. (a) The certificate of incorporation is amended to change the name of the corporation to Kodak Realty, Inc.
(b) To effect the foregoing, Article First is amended to read as follows:
"FIRST: The name of the Corporation is Kodak Realty, Inc."
4. The amendment was authorized by Eastman Kodak Company, the holder of all of the outstanding shares of the Corporation entitled to vote thereon.


James M. Quinn, Secretary

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FILED
In the Office of the Secretary of State
of the State of California

JAN 20 1984

HAROLD TONG III, Secretary of State

By Belinda V. Fournier
Deputy

ARTICLES OF INCORPORATION
OF
LASER EDIT, INC.

One: The name of this corporation is:
Laser Edit, Inc.

Two: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

Three: The name and address in the State of California of this corporation's initial agent for service of process are:

William H. Breshears
5646 Sherbourne Drive
Los Angeles, California 90056

Four: This corporation is authorized to issue 1,000,000 shares, all of which shall be of one class.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the General Corporation Law of the State of

California, the undersigned has executed these Articles of
Incorporation this 19th day of January, 1984.

Neal H. Brockmeyer
Neal H. Brockmeyer

I declare that I am the person who executed the
foregoing Articles of Incorporation, which execution is my act
and deed.

Neal H. Brockmeyer
Neal H. Brockmeyer



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CERTIFICATE OF INCORPORATION
OF
PACIFIC FILM & VIDEO CORP.

FILED

JUL 19 1990

[Signature]
SECRETARY OF STATE

10 A

FIRST: The name of the Corporation is PACIFIC FILM & VIDEO CORP.

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

FOURTH: The Corporation is authorized to issue only two classes of shares designated "Common Stock" and "Preferred Stock," respectively. The number of shares of Common Stock authorized to be issued is 25,000,000, with \$.0001 par value per share. The number of shares of Preferred Stock authorized to be issued is 3,500,000, with \$.0001 par value per share.

The Board of Directors of the Corporation (the "Board of Directors") is authorized to determine the number of series into which shares of Preferred Stock may be divided; to determine the rights, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock or any series thereof or any holders thereof; to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock or the holders thereof; to fix the number of shares constituting any series prior to the issue of shares of that series and to increase or decrease, within the limits stated in any resolution of the Board of Directors originally fixing the number of shares constituting any series (but not below the number of such shares then outstanding), the number of shares of any such series subsequent to the issue of shares of that series.

The designation and amount of the Corporation's Series A Preferred Stock, \$.0001 par value (the "Series A"), and the

voting power, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are as follows:

Section 1. Amount. The number of shares constituting the Series A shall be 1,400,000.

Section 2. Dividends. Shares of the Series A shall not be entitled to any cash dividends.

Section 3. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution or winding up ("Liquidation") of the Corporation, the holders of the Series A shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus of any nature, before any payment is made or any assets distributed to the holders of Common Stock, an amount equal to 100% of the purchase price of each share of Series A per share (adjusted to take into account stock splits, combinations and other similar transactions affecting the Series A) and no more. If upon any Liquidation the assets of the Corporation to be distributed are insufficient to permit the payment to all holders of the Series A and any other series of Preferred Stock hereafter issued of their full preferential amounts, the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of the Series A and any other such series in accordance with each holder's liquidation preference. A consolidation or merger of the Corporation with or into any other corporation or corporations or a sale of the Corporation's assets shall not be deemed to be a liquidation, dissolution or winding up of the Corporation as such terms are used in this Section 3.

Section 4. Voting Rights. Except as otherwise provided by the laws of the State of Delaware or as hereinafter specifically set forth, each share of Series A shall have one vote that may be cast on all matters to come before the stockholders of the Corporation, as provided by the laws of the State of Delaware, the amended Certificate of Incorporation and/or the By-Laws of the Corporation. Except as otherwise provided by the laws of the State of Delaware or as hereinafter specifically set forth, the holders of the outstanding shares of Series A shall vote with the holders of the outstanding capital stock, and not as a separate class or series.

Section 5. Conversion. The holders of the Series A shall have the following conversion rights (the "Conversion Rights"):

(a) Right to Convert. Each share of Series A shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such shares, at the

office of the Corporation or any transfer agent for the Corporation, into one fully paid and nonassessable share of Common Stock, at the respective Conversion Prices (as hereafter defined) therefor in effect at the time of conversion determined as provided herein.

(b) Automatic Conversion.

(i) Each share of the Series A shall automatically be converted into shares of Common Stock at the then effective Conversion Price, immediately upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Act"), covering the offer and sale of the Common Stock in which the aggregate offering price equals or exceeds \$5,000,000. The Corporation shall promptly notify the holders of any such closing.

(ii) Upon the occurrence of the event specified in subclause (i) of this Section 5(b), the outstanding shares of the Series A to be converted shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless either certificates evidencing such shares of the Series A being converted are delivered to the Corporation or any transfer agent, as hereinafter provided, or the holder notifies the Corporation or any transfer agent, as hereinafter provided, that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith. Upon the occurrence of automatic conversion of the Series A being converted, the Corporation shall promptly notify the holders of the conversion thereof and the holder shall surrender the certificates representing such shares at the office of the Corporation or of any transfer agent for the Common Stock. Thereupon, there shall be issued and delivered to such holder or his designees, promptly by first-class mail at the address of such holder as set forth on the books of the Corporation's transfer agent and in his name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of the Series A surrendered were convertible on the date on which such automatic conversion occurred.

(c) Conversion Price. Each share of Series A shall be convertible into one share of Common Stock, and the initial Conversion Price per share for the Series A shall be equal to 100% of the purchase price of each share of the

Series A. The initial Conversion Price shall be subject to adjustment from time to time as provided herein.

(d) Mechanics of Voluntary Conversion. Before any holder of Series A is entitled to voluntarily convert the same into shares of Common Stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series A or the Common Stock, and shall give written notice to the Corporation at such office that he elects to convert the same and shall state herein the number of shares of the Series A being converted. Thereupon the Corporation shall promptly issue and deliver to such holder of the Series A or his designees by first-class mail at the address of such holder as set forth on the books of the Corporation's transfer agent a certificate or certificates for the number of shares of Common Stock to which he is entitled to as aforesaid and a certificate or certificates for any shares of Series A which are not converted.

Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(e) Adjustment for Stock Splits and Combinations. If the Corporation at any time or from time to time effects a subdivision of the outstanding Common Stock, the Conversion Price then in effect immediately before that subdivision shall be proportionately decreased; conversely, if the Corporation at any time or from time to time combines the outstanding shares of Common Stock, the Conversion Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this Section 5(e) shall become effective at the close of business on the date the subdivision or combination becomes effective.

(f) Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time or from time to time after the makes or issues, or fixes a record date for the determination of holders of Common Stock or holders of any other stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock or convertible into or exchangeable for Common Stock, then and in each such event, the Conversion Price then in effect shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction:

(i) The numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(ii) The denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution and/or the number of shares of Common Stock issuable upon conversion or exchange of stock issuable in payment of such dividend or distribution; provided, however, that if such record date shall have been fixed and such dividend shall not have been fully paid or if such distribution shall not have been fully made on the date fixed therefor, the Conversion Price shall be recomputed accordingly as of the close of business on such record date, and thereafter, the Conversion Price shall be adjusted pursuant to this Section 5(f) as of the time of actual payment of such dividends or distributions.

(g) Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time makes or issues, or fixes a record date for the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock or shares of stock convertible into or exchangeable for Common Stock, then and in each such event provision shall be made so that the holders of the Series A shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation which they would have received had their Series A been converted into Common Stock on the date of such event and had thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, giving application to all adjustments with respect to such securities as are called for during such period under this Section 5 with respect to the rights of the holders of the Series A.

(h) Adjustment for Reorganization, Reclassification, Exchange and Substitution. If the Common Stock issuable upon the conversion of the Series A is changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 5), then and in each such event the holder of each share of the Series A shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such

reorganization, reclassification or other change, by holders of the number of shares of Common Stock into which such shares of Series A might have been converted immediately prior to such reorganization, reclassification or change, giving application to all adjustments with respect to such securities as are called for under this Section 5 with respect to the rights of the holders of the Series A.

(i) Mergers, Consolidations or Sale of Assets.

If at any time or from time to time there is a merger or consolidation of the Corporation with or into another corporation, or the sale of all or substantially all of the Corporation's properties and assets to any other person, then, as a part of such merger, consolidation or sale, provision shall be made so that the holders of the Series A shall thereafter be entitled to receive, upon conversion of the Series A, the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger or consolidation or sale, to which a holder of Common Stock deliverable upon conversion would have been entitled on such merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of the Series A after the merger, consolidation or sale to the end that the provisions of this Section 5 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series A) shall be applicable after that event as nearly equivalent as may be practicable.

(j) Sale of Shares Below Conversion Price.

(i) If at any time or from time to time the Corporation issues or sells additional shares of Common Stock or Convertible Securities (as hereinafter defined), other than as a dividend or other distribution on any class of stock as provided in Sections 5(f) and 5(g) above and other than upon a subdivision or combination of shares of Common Stock as provided in Section 5(e) above, for a consideration per share less than the then-existing Conversion Price, then and in each case, the then-existing Conversion Price shall be reduced, as of the opening of business on the date of such issue or sale, to a price determined by multiplying that Conversion Price by a fraction (A) the numerator of which shall be (1) the number of shares of Common Stock outstanding at the close of business on the date next preceding the date of such issue or sale, plus (2) the number of shares of Common Stock which the aggregate consideration received by the Corporation for the total number of additional shares (the "Additional Shares") of Common Stock so issued or deemed to be issued would purchase at such Conversion Price, and (B) the denominator of which shall be the number of shares of Common Stock outstanding or deemed to be issued at the close of

business on the date of such issue or sale after giving effect to the issuance of such Additional Shares of Common Stock or Convertible Securities.

(ii) For the purpose of making any adjustment in the Conversion Price or number of shares of Common Stock purchasable upon conversion of the Series A as provided above, the consideration received by the Corporation for any issue or sale of securities shall,

(A) To the extent it consists of cash, be computed at the amount of cash for which the securities are sold;

(B) To the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Board of Directors and;

(C) If Additional Shares of Common Stock, Convertible Securities or rights or options to purchase either Additional Shares of Common Stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Corporation for a consideration that covers both, be computed as the portion of the consideration so received which may reasonably be allocable to such Additional Shares of Common Stock, Convertible Securities or rights or options.

(iii) For the purpose of the adjustment provided in Section 5(j)(i), if at any time or from time to time the Corporation issues any rights or options for the purchase of, or stock or other securities convertible into or exchangeable for, Additional Shares of Common Stock (such convertible or exchangeable stock or securities are hereinafter referred to as the "Convertible Securities"), then, in each case, if the Effective Price (as hereinafter defined) of such rights, options or Convertible Securities are be less than the existing Conversion Price of the Series A, the Corporation shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Corporation for the issuance of such rights or options or Convertible Securities plus, in the case of such options or rights, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such options or rights, and, in the case of Convertible Securities, the minimum amount of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities).

"Effective Price" shall mean the quotient determined by dividing the total of all of such consideration by such maximum number of Additional Shares of Common Stock. No further adjustment of the Conversion Price adjusted upon the issuance of such rights, options or Convertible Securities shall be made as a result of the actual issuance of Additional Shares of Common Stock on the exercise of any such rights or options or the conversion of any such Convertible Securities.

If any such rights or options or the conversion privilege represented by any such Convertible Securities expires without having been exercised, the Conversion Price adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Conversion Price that would have been in effect had an adjustment been made on the basis that the only Additional Shares of Common Stock so issued were the Additional Shares of Common Stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion or exchange of such Convertible Securities, and such Additional Shares of Common Stock, if any, were issued or sold for the consideration actually received by the Corporation upon such exercise, plus the consideration, if any, actually received by the Corporation for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted, plus the consideration, if any, actually received by the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion of such Convertible Securities.

(iv) For the purpose of the adjustment provided for in Section 5(j)(i), if at any time or from time to time after the the Corporation issues any rights or options for the purchase of Convertible Securities, then, in each such case, if the Effective Price thereof is less than the then-current Conversion Price, the Corporation shall be deemed to have issued at the time of the issuance of such rights or options the maximum number of Additional Shares of Common Stock issuable upon conversion of the total number of Convertible Securities covered by such rights or options and to have received as consideration for the issuance of such Additional Shares of Common Stock an amount equal to the amount of consideration, if any, received by the Corporation for the issuance of such rights or options, plus the minimum amount of consideration, if any, payable to the Corporation (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion of such Convertible Securities. "Effective Price" shall mean the quotient determined by dividing the total amount of such consideration by such maximum number of Additional Shares of Common Stock. No further adjustment of the Conversion Price adjusted upon the issuance of such rights or options shall be

made as a result of the actual issuance of the Convertible Securities upon the exercise of such rights or options or upon the actual issuance of Additional Shares of Common Stock upon the conversion of such Convertible Securities.

The provisions of Section 5(j)(iii) for the readjustment of the Conversion Price upon the expiration of rights or options or the rights of conversion of Convertible Securities, shall apply mutatis mutandis to the rights, options and Convertible Securities referred to in this Section 5(j)(iv).

(k) Definition. The term "Additional Shares of Common Stock" as used herein shall mean all shares of Common Stock issued or deemed to have been issued by the Corporation after the , whether or not subsequently reacquired or retired by the Corporation, other than (i) shares of Common Stock issued upon conversion of the Series A, (ii) up to 200,000 additional shares issued or issuable to employees or consultants pursuant to the incentive stock option plans or other programs in which options are granted by the Board of Directors at a fair market value less than the Conversion Price, and (iii) shares of Common Stock issuable or issued upon exercise of that certain warrant (the "Warrant"), granted to Woolcott & Co. Inc. ("Woolcott"), and/or its assignees in connection with the sale of the Series A.

(l) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Series A. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay cash equal to the product of such fraction multiplied by the fair market value of one share of the Common Stock on the date of conversion, as determined in good faith by the Board of Directors.

(m) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A; and if at any time the number of authorized but unissued shares of Common Stock is not sufficient to effect the conversion of all then-outstanding shares of the Series A, the Corporation shall take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(n) Certificate of Adjustment. Whenever the number of shares of Common Stock or other securities deliverable upon the conversion of shares of the Series A are

adjusted pursuant to the provisions hereof, the Corporation shall deliver to each holder of the Series A, not later than 30 days after the date of such adjustment, a certificate signed by the President or one of the Vice Presidents of the Corporation, and by the Treasurer or one of the Assistant Treasurers of the Corporation, stating the adjusted number of shares of Common Stock or other securities deliverable per share of Series A calculated to the nearest one-hundredth and setting forth in reasonable detail the method of calculation and the facts requiring such adjustment and upon which such calculation is based. Each adjustment shall remain in effect until a subsequent adjustment hereunder is required.

Section 6. Sinking Fund. There shall be no sinking fund for the payment of liquidation preferences or redemption of shares of the Series A.

Section 7. Protective Limitation.

(a) Senior Series. So long as any shares of the Series A remain outstanding, the Corporation shall not, without the advance affirmative vote or written consent of the holders of at least 66-2/3% of the then-outstanding shares of Series A, issue any other class of Preferred Stock or special shares having any preference or priority as to assets senior to such preference or priority of the Series A.

(b) Election of Director. Holders of the Series A shall have the right, voting as a class, to elect one member of the Board of Directors.

(c) Changes. So long as any shares of the Series A remain outstanding, the Corporation shall not (i) without approval of the Board of Directors, including the director elected by the holders of the Series A voting as a class, (A) issue a series of Preferred Stock with a liquidation preference in excess of the consideration therefor; (B) repurchase any shares of Common Stock; or (ii) without the advance affirmative vote or written consent of the holders of at least 66-2/3% of the then-outstanding shares of Series A, adversely change any of the rights and preferences of the Series A.

Section 8. Rights of First Refusal. Each holder of the Series A shall be entitled to a right of first refusal to purchase all or any part of his or its pro rata share of New Securities (as hereinafter defined) which the Corporation may, from time to time, propose to sell and issue. A pro rata share of New Securities for purposes of this right of first refusal is the ratio of the number of shares of Common Stock issuable upon conversion of the shares of Series A (the "Underlying Shares") then held or issuable upon the conversion of all the shares of Series A then held by such holder to the

sum of the Corporation's outstanding Common Stock immediately prior to such issuance of New Securities plus the number of Underlying Shares then issuable upon conversion of all outstanding shares of the Series A.

"New Securities" shall mean any capital stock (including Common Stock or Preferred Stock) of the Corporation whether now authorized or not, and securities issued upon exercise of rights, options or warrants to purchase capital stock, and securities of any type whatsoever that may become convertible into capital stock; provided, however, that the term "New Securities" does not include (i) the shares of Series A, Underlying Shares or Common Stock issuable or issued upon the exercise of the Warrant granted to Woolcott; (ii) securities issued pursuant to the Corporation's acquisition of another business by merger, purchase of assets or other reorganization whereby the Corporation owns not less than 51% of the voting power of such corporation upon consummation of such transaction; (iii) any borrowings, direct or indirect, from financial institutions or other persons by the Corporation, whether or not currently authorized, including any type of loan or payment evidenced by any type of debt instrument, provided such borrowings do not have equity features; (iv) shares of Common Stock or Preferred Stock issued in connection with any stock split, stock dividend or recapitalization of the Corporation; (v) up to 200,000 additional shares of capital stock of the Corporation issued or issuable pursuant to employee benefit plans or arrangements or to consultants in the normal course of business approved by the Board of Directors; and (vi) capital stock issued in connection with a public offering effected pursuant to a registration statement under the Act.

In the event the Corporation proposes to undertake an issuance of New Securities, it shall give each holder of the Series A written notice of its intention, describing the type of New Securities, the price and the general terms upon which the Corporation proposes to issue the same. If the terms involve a unique consideration which the holders of the Series A are unable to deliver, the Board of Directors shall determine, in good faith and on a reasonable basis, the fair market value of such consideration, and such fair market value shall be the price offered to the holders of the Series A, payable in cash. Each such holder shall have 30 days from the date such notice is given to agree to purchase its pro rata share of such New Securities for the price and upon the general terms specified in such notice by giving written notice to the Corporation and stating therein the quantity of New Securities purchased.

In the event the holders of the Series A fail to fully exercise the right of first refusal within such 30-day period, the Corporation shall have 90 days thereafter to sell or enter

into an agreement to sell (pursuant to which the sale of New Securities covered thereby shall be closed, if at all, within 90 days from the date of such agreement), on substantially the same terms or terms more favorable to the Corporation than specified in the Corporation's notice, the New Securities with respect to which such holders' rights were not exercised. In the event the Corporation has not sold such New Securities in accordance with the foregoing within such 90-day period, the Corporation shall not thereafter issue or sell any of such New Securities without first offering such securities to the holders of the Series A in the manner provided above.

The rights granted by this Section 8 shall terminate upon the closing of the Corporation's first underwritten public offering of Common Stock with an aggregate offering price of at least \$5,000,000 which is registered under the Act.

Section 9. Registration Rights.

(a) Definitions. For the purposes of this Section 9, the following terms shall have the meanings set forth below:

(i) "Commission" shall mean the Securities and Exchange Commission.

(ii) "Holder" shall mean any holder of Restricted Stock and the Assignee or Transferees of any Holder; provided, however, that such Assignee or Transferee holds at least 1% of the Restricted Stock. "Assignees" or "Transferees" shall mean only assignees or transferees from a holder of the Series A or an affiliate of such holder.

(iii) "Register," "Registered" and "Registration" refer to a registration effected by preparing and filing a registration statement in compliance with the Act, and the declaration or ordering of the effectiveness of such registration statement.

(iv) "Restricted Stock" shall mean the Underlying Shares issuable or issued upon conversion of the shares of the Series A, and the shares of Common Stock of the Corporation issuable or issued upon the exercise of the Warrants issued at the closing of the sale of the Preferred Stock and any shares of Common Stock issued or which may be issued with respect thereto by reason of stock dividends, stock splits, or combinations, capitalizations, reorganizations, anti-dilution provisions, or other corporate action. Restricted Stock shall not include any such Common Stock theretofore sold to or through a broker or dealer or underwriter in a public distribution or public securities transaction.

(b) Required Registration. Commencing on the date that is six months after the closing of the initial underwritten public offering of Common Stock of the Corporation, if and when the Corporation receives a written notice from Holders requesting the Registration of at least $33 \frac{1}{3}\%$ of the Restricted Stock, the Corporation shall use its best efforts to Register, as promptly as practicable, the amount of Restricted Stock specified in such request, together with any Restricted Stock of any Holder joining in such request. The Corporation shall be obligated to prepare, file and cause to become effective not more than one registration statement pursuant to this Section 9(b); provided, however, that if the number of shares of Restricted Stock Registered pursuant to such registration statement is less than the total number thereof which Holders have requested to be Registered thereunder as a result of the elimination from the registration statement of Restricted Stock at the request of an underwriter, then the Corporation shall be obligated to prepare, file and cause to become effective not more than one additional Registration (but not more than one Registration during any twelve-month period). The Corporation shall have the privilege of postponing the filing of a registration statement under this Section 9(b) for a reasonable period of time not in excess of 90 days if, in the reasonable opinion of the Board of Directors, such filing would be detrimental to the Corporation.

Upon the receipt of a request for Registration, the Corporation shall promptly give written notice to the Holders that a Registration is to be effected. The Corporation shall include in the Registration the shares of Restricted Stock for which it has received written requests to Register within 30 days after the effectiveness of the Corporation's written notice to such Holders. If the managing underwriter or underwriters, if any, using reasonable business judgment, determine that market factors require a limitation of the number of securities to be underwritten, the number of shares of Restricted Stock shall be reduced to the required level, with the participation in such offering to be allocated pro rata among the Holders thereof requesting such Registration based upon the number of shares of Common Stock underlying all such securities then owned by such Holders.

If the managing underwriter or underwriters and the Corporation, using reasonable business judgment, determine that securities in excess of the number of securities of Holders can be Registered without adversely affecting the successful marketing of such securities, additional securities may be Registered by the Corporation and other holders of the Common Stock may participate to the extent of such excess.

If any Holder disapproves of the terms of the underwriting, such person may elect to withdraw therefrom by written notice to the Corporation delivered at least five days prior to the effective date of the registration statement. The securities so withdrawn shall also be withdrawn from the registration statement.

(c) Incidental Registration. If the Corporation files a registration statement on an appropriate form then in effect under the Act in connection with the proposed offer and sale of any of its Common Stock other than pursuant to Section 9(b), the Corporation shall give written notice of its determination to file to all Holders. The Corporation shall use its best efforts to cause the Restricted Stock for which written requests are received within 30 days after the effectiveness of any such notice from the Corporation to be included in the offering on the same terms and conditions as the securities otherwise being sold. In the event of an underwritten offering, if, in the good-faith judgment of the managing underwriter or underwriters of such underwritten offering, the inclusion of some or all of the Restricted Stock would interfere with the successful distribution of a smaller number of shares, then (i) none of the Restricted Stock shall be included if the Corporation and the managing underwriter shall so determine, or (ii) if some are to be included, the amount to be included shall be reduced to the required level with the participation in such offering to be allocated pro rata among the Holders and based upon the aggregate amounts of Common Stock or Common Stock issuable upon securities convertible into Common Stock then held by such persons which are Restricted Stock. If Common Stock is proposed to be offered for sale pursuant to such registration statement by other securityholders of the Corporation and the total number of shares of Restricted Stock to be offered by the Holders and shares of Common Stock to be offered by such other selling securityholders is required to be reduced pursuant to a request from the underwriter, the number of shares of Restricted Stock to be offered by the Holders pursuant to such registration statement shall equal the number that bears the same ratio to the maximum number of shares of Common Stock which the underwriter believes may be included for all the selling securityholders (including the Holders) as the original number of shares of Restricted Stock proposed to be sold by the Holders bears to the total original number of shares of Common Stock to be offered by the Holders and the other selling securityholders, but in no event shall the Holders be required to cut back their share of Restricted Stock proposed to be offered to less than 50% of the shares of Restricted Stock owned by the Holders. If any Holder disapproves of the terms of the underwriting, such person may elect to withdraw therefrom by written notice to the Corporation delivered at least five days prior to the effective date of the registration statement. The securities

so withdrawn shall also be withdrawn from the registration statement.

(d) Registration Procedures. If and whenever the Corporation is required to effect the Registration of shares of Restricted Stock under the Act, the Corporation shall:

(i) Use its best efforts to prepare and file with the Commission a registration statement with respect to such securities and use its best efforts to cause such registration statement to become and remain effective for 90 days;

(ii) Use its best efforts to enter into a written underwriting agreement in form and substance reasonably satisfactory to the managing underwriter or underwriters of the public offering of such securities, if any;

(iii) Furnish to the holders of securities participating in such Registration and to the underwriters of the securities being Registered such reasonable number of copies of the registration statement, preliminary prospectus, final prospectus and such other documents as such underwriters may reasonably request in order to facilitate the public offering of such securities;

(iv) Use its best efforts to register or qualify the securities covered by such registration statement under such state securities or blue sky laws of such jurisdictions as such participating holders may reasonably request within ten days following the original filing of such registration statement, except that the Corporation shall not for any purpose be required to execute a general consent to service of process or to qualify to do business as a foregoing corporation in any jurisdiction where it is not so qualified;

(v) Notify the holders participating in such Registration, promptly after it shall receive notice thereof, of the time when such registration statement has become effective or a supplement to any prospectus forming a part of such registration statement has been filed;

(vi) Notify such holders promptly of any request by the Commission for the amending or supplementing of such registration statement or prospectus or for additional information;

(vii) Prepare and file with the Commission promptly, upon the request of any such holders, any amendments or supplements to such registration statement or prospectus which, in the opinion of counsel for such holders reasonably acceptable to the Corporation, is required under the Act or the rules and regulations thereunder in connection with the

distribution of the stock included in a registration statement by such holders;

(viii) Prepare and promptly file with the Commission, and promptly notify such holders of the filing of, such amendment or supplement to such registration or prospectus as may be necessary to correct any statements or omissions therein, at the time when a prospectus relating to such securities is required to be delivered under the Act, if any event has occurred as the result of which any such prospectus or any other supplement as then in effect would include any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in the light of the circumstances in which they were made, not misleading;

(ix) Advise such holders promptly after it receives notice or obtains knowledge thereof of the issuance of any stop order by the Commission suspending the effectiveness of such registration statement or the initiation or threatening of any proceeding for that purpose and promptly use its best efforts to prevent the issuance of any stop order or to obtain its withdrawal if such stop order should be issued;

(x) Not file any amendment or supplement to such registration statement or prospectus to which counsel representing all such holders has reasonably objected on the ground that such amendment or supplement does not comply in all material respects with the requirements of the Act or the rules and regulations thereunder, after having been furnished with a copy thereof at least five business days prior to the filing thereof; and

(xi) Refrain from making any sale or distribution of its equity securities, except pursuant to any employee stock plan and any pre-existing agreement for the sale of such securities during the period commencing seven days prior to, and expiring 90 days after, the registration statement has become effective.

The Holders shall provide the Corporation with such information as it shall reasonably require for use in connection with the preparation of any such registration statement, amendment or supplement.

(e) Expenses.

(i) With respect to each Registration of Restricted Stock, in a registration statement pursuant to this Section 9, all fees, costs and expenses of and incident to such Registration and public offering in connection therewith shall be borne by the Corporation; provided, however, that

security holders participating in any such Registration shall bear their pro rata share of the underwriting discounts and commissions.

(ii) The fees, costs and expenses of Registration to be borne by the Corporation as provided in Section 5(e)(1) shall include, without limitation, all registration, filing and NASD fees, printing expenses, fees and disbursements of counsel and accountants for the Corporation, all legal fees and disbursements and other expenses of complying with state securities or blue sky laws of any jurisdictions in which the securities to be offered are to be registered or qualified, and reasonable fees and disbursements of one counsel for all the selling securityholders not exceeding \$10,000.

(f) Indemnification.

(i) The Corporation shall indemnify and hold harmless each Holder of shares of Restricted Stock which are included in a registration statement pursuant to the provisions of Section 9 for such Holder, and any person who controls such Holder within the meaning of the Act, from and against, and shall reimburse such Holder and controlling person with respect to, any and all claims, actions, demands, losses, damages, liabilities, costs and expenses to which such Holder or controlling person may become subject under the Act or otherwise, insofar as such claims, actions, demands, losses, damages, liabilities, costs or expenses arise out of or are based upon any untrue statement or alleged untrue statement of any material fact contained in such registration statement, any prospectus contained therein or any amendment or supplement thereto, or arise out of or are based upon the omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances in which they were made, not misleading; provided, however, that the Corporation shall not be liable in any such case to the extent that any such claim, action, demand, loss, damage, liability, cost or expense is caused by any untrue statement or alleged untrue statement or omission or alleged omission so made in strict conformity with information furnished by such Holder or such controlling person in writing specifically for use in the preparation thereof.

(ii) Each Holder of shares of the Restricted Stock which are included in a Registration pursuant to the provisions of Section 9 shall indemnify and hold harmless the Corporation and any person who controls the Corporation from and against, and shall reimburse the Corporation and controlling person with respect to, any and all claims, actions, demands, losses, damages, liabilities, costs and expenses to which the Corporation or such controlling person may become

subject under the Act or otherwise, insofar as such claims, actions, demands, losses, damages, liabilities, costs or expenses arise out of or are based upon any untrue or alleged untrue statement of any material fact contained in such registration statement, any prospectus contained therein or any amendment or supplement thereto, or arise out of or are based upon the omission or the alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances in which they were made, not misleading, in each case to the extent, but only to the extent, that such untrue statement or alleged untrue statement or omission or alleged omission was so made in reliance upon and in strict conformity with written information furnished by such Holder specifically for use in the preparation thereof.

(iii) Promptly after receipt by an indemnified party pursuant to the provisions of this Section 9(f)(i) or (ii) of notice of the commencement of any action involving the subject matter of the foregoing indemnity provisions, such indemnified party shall, if a claim thereof is to be made against the indemnifying party pursuant to the provisions of said Section 9(f)(i) or (ii), notify the indemnifying party of the commencement thereof; but the omission so to notify the indemnifying party shall not relieve it from any liability that it may have to an indemnified party otherwise than under this Section 9. In case such action is brought against any indemnified party and it notifies the indemnifying party of the commencement thereof, the indemnifying party shall have the right to participate in and, to the extent that it may wish, jointly with any other indemnifying party similarly notified, to assume and control the defense thereof, with counsel reasonably satisfactory to such indemnified party and after notice from the indemnifying party to such indemnified party pursuant to the provisions of said Section 9(f)(i) and (ii) for any legal or other expense subsequently incurred by such indemnified party in connection with the defense thereof. No indemnifying party shall be liable to an indemnified party for any settlement of any action or claim without the consent of the indemnifying party.

(g) Reporting Requirements Under Securities Exchange Act of 1934. From and after the effective date of the first registration statement filed by the Corporation under the Act, the Corporation shall timely file such information, documents and reports as the Commission may require or prescribe under Section 13 or 15(d) (whichever is applicable) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Immediately upon becoming subject to the reporting requirements of either Section 13 or 15(d) of the Exchange Act, the Corporation shall thereafter whenever requested by any Holder of Restricted Stock notify such Holder in writing whether the Corporation has, as of the date

specified by such Holder, complied with the Exchange Act reporting requirements to which it is subject for a period prior to such date as shall be specified by such Holder. The Corporation acknowledges and agrees that the purpose of the requirements contained in this Section 9(g) are (i) to enable any such Holder to comply with the current public information requirements contained in paragraph (c) of Rule 144 under the Act should such Holder ever wish to dispose of any of the securities of the Corporation acquired by it without registration under the Act in reliance upon Rule 144 (or any other similar exemptive provisions), and (ii) to comply with the reporting requirements, which must be satisfied (along with other requirements as to compliance with which the Corporation makes no covenant) in order to qualify the Corporation for the use of registration statements on Form S-3. In addition, the Corporation shall take such other reasonable measures and file such other information, documents and reports as shall hereafter be required by the Commission as a condition to the availability of Rule 144 under the Act (or any similar exemptive provision hereafter in effect) and the use of Form S-3.

(h) Standoff. Each Holder agrees in connection with any underwritten public offering of the Corporation's securities that upon the request of the managing underwriter, it shall commit itself at the request of such underwriter not to offer to sell or sell any Restricted Stock other than such stock included in the underwritten public offering for a period not to exceed 180 days from the commencement of selling pursuant to such offering.

FIFTH:

1. The Corporation shall indemnify to the fullest extent authorized or permitted by the Delaware General Corporation Law or any other applicable law as currently or hereafter in effect any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he 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, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No amendment or repeal of this Section 1 of Article Fifth shall apply to or have any effect on any right to indemnification provided hereunder with respect to any acts or omissions occurring prior to such amendment or repeal.

2. To the fullest extent permitted by the Delaware General Corporation Law or any other applicable law as currently on hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by Delaware law (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, as currently or hereafter in effect, or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this Section 2 of Article Fifth shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any act or omission of such director occurring prior to such amendment or repeal.

3. In furtherance and not in limitation of the powers conferred by statute:

(i) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan 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 law; and

(ii) The Corporation may create a trust fund, grant a security interest or use other means, including, without limitation, letters of credit, surety bonds or other similar arrangements, as well as enter into contracts providing indemnification to the fullest extent authorized or permitted by law and including as a part thereof provisions with respect to any or all of the foregoing to ensure the payment of such amounts as may become necessary to effect indemnification as provided therein or elsewhere.

4. The Board of Directors is authorized to enter into a contract with any director, officer, employee or agent of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing

for indemnification rights equivalent to or, if the Board of Directors so determines, greater than, those provided for in this Article Fifth.

5. Any amendment, repeal or modification of any provision of this Article Fifth by the stockholders and the directors of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such amendment, repeal or modification.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, and unless otherwise restricted by law, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend the Bylaws in any respect.

SEVENTH: Unless otherwise restricted by law, a director or all of the directors elected by each class of securities may be removed, with or without cause, by the holders of 66-2/3% of the shares of such class of securities entitled to vote for each such director at an election of directors.

EIGHT:

1. The name and mailing address of the incorporator of the Corporation is:

Curtis M. Kerplus
12 Clipper Hill
Oakland, California 94618

2. The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

Robert E. Seidenglanz
809 N. Cahuenga Boulevard
Los Angeles, California 90038

Gregory L. Biller
540 North Hollywood Way
Burbank, California 91505

Emory Cohen
809 N. Cahuenga Boulevard
Los Angeles, California 90038

James R. Parks
Parks, Palmer, Turner & Yemerdjian
1990 S. Bundy Drive, Suite 600
Los Angeles, California 90025

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 18th day of July, 1990.


CURTIS M. KARPLUS

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PACIFIC FILM & VIDEO CORP.

I, Gregory L. Biller, certify that:

1. I am the President of Pacific Film & Video Corp.,
a Delaware corporation.

2. Article I of the Certificate of Incorporation
is amended to read as follows:

First: The name of the corporation is
Laser-Pacific Media Corporation.

3. The foregoing amendment of the Certificate of
Incorporation has been duly approved by the Board of
Directors of this Corporation.

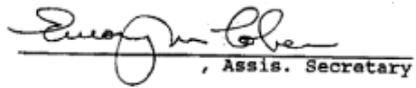
4. The foregoing amendment of the Certificate of
Incorporation has been duly approved by the required vote of
shareholders of this Corporation in accordance with Section
242 of the General Corporation's Law of the State of
Delaware. The total number of outstanding shares of this
Corporation is 100. The number of shares voting in favor of

the amendment was 100%, which exceeded the vote required.
The percentage vote required was more than 50%.

DATED: August 21, 1990


Gregory L. Biller, President

ATTEST:


_____, Assis. Secretary

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LASER-PACIFIC MEDIA CORPORATION

LASER-PACIFIC MEDIA CORPORATION, a Corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: that the Board of Directors of Laser-Pacific Media Corporation, at a meeting of its members, duly adopted resolutions setting forth proposed amendments to the Certificate of Incorporation of said corporation, declaring said amendments to be advisable. The resolutions setting forth the proposed amendments are as follows:

RESOLVED FURTHER, that Article FOURTH of the Corporation's Certificate of Incorporation be amended by adding thereto the following paragraph:

"Upon this amendment to the Certificate of Incorporation becoming effective, each two outstanding shares of Common Stock of the Corporation shall be reclassified as and combined into one share of Common Stock."

RESOLVED FURTHER, that Article FOURTH of the Corporation's Certificate of Incorporation be amended by adding the following paragraph (d) to Section 7 thereof:

"(d) Termination of Protective Limitation. The rights granted by this Section 7 shall terminate upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Act covering the offer and sale of Common Stock in which the aggregate offering price equals or exceeds \$5,000,000."

RESOLVED FURTHER, that Article FOURTH of the Corporation's Certificate of Incorporation be amended by deleting Section 4 thereof and substituting the following in its place:

"Section 4. Voting Rights. Except as otherwise provided by the laws of the State of Delaware or as hereinafter specifically set forth, the holders of Series A shall be entitled to vote on all matters to come before the stockholders of the Corporation, as

provided by the laws of the State of Delaware, the amended Certificate of Incorporation and/or the Bylaws of the Corporation. Each holder of Series A shall be entitled to cast such number or fraction of votes per share of Series A held by him as is equal to the number of shares of Common Stock into which such share of Series A could have been converted on the applicable record date. Except as otherwise provided by the laws of the State of Delaware or as hereinafter specifically set forth, the holders of the outstanding shares of Series A shall vote with the holders of the outstanding Common Stock, and not as a separate class or series."

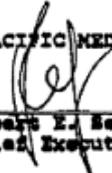
SECOND: that thereafter, the foregoing amendments to the Certificate of Incorporation were approved and adopted by the stockholders of the Corporation by written consent in lieu of a meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware, and written notice thereof has been given to all stockholders who did not consent thereto in writing.

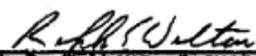
THIRD: that said amendments were duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: that this Certificate of Amendment shall not become effective until and shall become effective at 10:30 a.m. (Eastern Standard Time) on August 14, 1991.

IN WITNESS WHEREOF, said Laser-Pacific Media Corporation has caused this Certificate to be signed by Robert E. Seidengans, Chief Executive Officer, and to be attested to by Ralph E. Walters, its Secretary, on July 30, 1991.

LASER-PACIFIC MEDIA CORPORATION

By: 
Robert E. Seidengans,
Chief Executive Officer

ATTEST:

Ralph E. Walters, Secretary

CERTIFICATE

FOR RENEWAL AND REVIVAL OF CERTIFICATE OF INCORPORATION

LASER-PACIFIC MEDIA CORPORATION, a corporation organized under the laws of Delaware, the Certificate of Incorporation of which was filed in the office of the Secretary of State on the 19th day of July, 1990 and thereafter voided for non-payment of taxes, now desiring to procure a revival of its Certificate of Incorporation, hereby certifies as follows:

1. The name of the corporation is

LASER-PACIFIC MEDIA CORPORATION

2. Its registered office in the State of Delaware is located at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle and the name of its registered agent at such address is The Corporation Trust Company.

3. The date when revival of the Certificate of Incorporation of this corporation is to commence is the 28th day of February, 1995, same being prior to the date the Certificate of Incorporation became void. Revival of the Certificate of Incorporation is to be perpetual.

4. This corporation was duly organized under the laws of Delaware and carried on the business authorized by its Certificate of Incorporation until the 1st day of March, 1995, at which time its Certificate of Incorporation became inoperative and void for non-payment of taxes and this Certificate for Renewal and Revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of Delaware.

IN WITNESS WHEREOF, said LASER-PACIFIC MEDIA CORPORATION
in compliance with Section 312 of Title 8 of the Delaware Code has
caused this Certificate to be signed by Howard Fader its last an
acting Vice President, this 7th day of November, 1995.

By 
Howard Fader,
Vice President

CERTIFICATE OF DESIGNATIONS
OF
SERIES B JUNIOR PARTICIPATING CUMULATIVE
PREFERRED STOCK
(Par Value \$.0001 Per Share)
OF
LASER-PACIFIC MEDIA CORPORATION

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

Laser-Pacific Media Corporation, a Delaware corporation (the "Corporation"), certifies that pursuant to the authority conferred upon the Board of Directors of the Company (the "Board of Directors") by the Certificate of Incorporation of the Company (the "Certificate of Incorporation"), and in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, as amended (the "GCL"), the Board of Directors, on January 9, 2001 adopted the following resolution creating a series of its Preferred Stock, par value \$.0001 per share:

RESOLVED, that (1) pursuant to the authority conferred upon the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, the Board of Directors hereby designates 1,000,000 shares of the preferred stock, par value \$.0001 per share, of the Corporation as "Series B Junior Participating Cumulative Preferred Stock" (the "Preferred Shares"), and the powers, designations, preferences and relative, participating, optional and other rights of the Preferred Shares and the qualifications, limitations and restrictions thereof, be, and they hereby are, as set forth below (the "Certificate of Designations") and (2) in connection therewith, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed on behalf of the Corporation and in its name to execute and file the Certificate of Designations with the Delaware Secretary of State:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series B Junior Participating Cumulative Preferred Stock" and the number of shares constituting such series so designated shall be 1,000,000 (the "Series B Preferred Stock"). Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series B Preferred Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series B Preferred Stock.

Section 2. Dividends and Distributions.

(a) Subject to the rights of the holders of any shares of any series of Preferred Stock (or any similar stock) ranking prior and superior to the Series B Preferred Stock with respect to dividends, the holders of shares of Series B Preferred Stock, in preference to the holders of shares of Common Stock, par value \$.0001 per share (the "Common Stock"), of the Corporation, and of any other junior stock, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, quarterly dividends payable in cash on the first day of March, June, September and December in each year (each such date being referred to herein as a "Quarterly Dividend Payment Date"), commencing on the first Quarterly Dividend Payment Date after the first issuance of a share or fraction of a share of Series B Preferred Stock, in an amount per share (rounded to the nearest cent) equal to the greater of (i) \$.25 per share (\$1.00 per annum) or (ii) subject to the provision for adjustment hereinafter set forth, 100 times the aggregate per share amount of all cash dividends, and 100 times the aggregate per share amount (payable in kind) of all non-cash dividends or other distributions, other than a dividend payable in shares of Common Stock or a subdivision of the outstanding shares of Common Stock (by reclassification or otherwise), declared on the Common Stock since the immediately preceding Quarterly Dividend Payment Date, with respect to the first Quarterly Dividend Payment Date, since the first issuance of any share or fraction of a share of Series B Preferred Stock. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such event the amount to which the holder of each share of Series B Preferred Stock was entitled immediately prior to such event under clause (ii) of the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock outstanding immediately prior to such event.

(b) The Corporation shall declare a dividend or distribution on the Series B Preferred Stock as provided in paragraph (a) of this Section 2 immediately after it declares a dividend or distribution on the Common Stock (other than a dividend payable in shares of Common Stock); provided, however, that, in the event no dividend or distribution shall have been declared on the Common Stock during the period between any Quarterly Dividend Payment Date and the next subsequent Quarterly Dividend Payment Date, a dividend of \$.25 per share (\$1.00 per annum) on the Series B Preferred Stock shall nevertheless be payable on such subsequent Quarterly Dividend Payment Date.

(c) Dividends shall begin to accrue and be cumulative on outstanding shares of Series B Preferred Stock from the Quarterly Dividend Payment Date next preceding the date of issue of such shares, unless the date of issue of such shares is prior to the record date for the first Quarterly Dividend Payment Date, in which event dividends on such shares shall begin to accrue from the date of issue of such shares, or unless the date of issue is a Quarterly Dividend Payment Date or is a date after the record date for the determination of holders of shares of Series B Preferred Stock entitled to receive a quarterly dividend and before such Quarterly Dividend Payment Date, in either of which events such dividends shall begin to accrue and be cumulative from such Quarterly Dividend Payment Date. Accrued but unpaid dividends shall cumulate but

shall not bear interest. Dividends paid on the shares of Series B Preferred Stock in an amount less than the total amount of such dividends at the time accrued and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. The Board of Directors may fix a record date for the determination of holders of shares of Series B Preferred Stock entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than 60 days prior to the date fixed for the payment thereof.

Section 3. Voting Rights. The holders of shares of Series B Preferred Stock shall have the following voting rights:

(a) Subject to the provision for adjustment hereinafter set forth, each share of Series B Preferred Stock shall entitle the holder thereof to 100 votes on all matters submitted to a vote of the stockholders of the Corporation. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such case the number of votes per share to which holders of shares of Series B Preferred Stock were entitled immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock outstanding immediately prior to such event.

(b) Except as otherwise provided herein, in the Corporation's Certificate of Incorporation, as amended (the "Charter"), in any other certificate of designations creating a series of Preferred Stock or any similar stock or by law, the holders of shares of Series B Preferred Stock and the holders of shares of Common Stock and any other capital stock of the Corporation having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(c) Except as set forth herein, or as otherwise provided by law, holders of Series B Preferred Stock shall have no special voting rights and their consent shall not be required (except to the extent they are entitled to vote with holders of Common Stock as set forth herein) for taking any corporate action.

Section 4. Certain Restrictions.

(a) Whenever quarterly dividends or other dividends or distributions payable on the Series B Preferred Stock as provided in Section 2 are in arrears, thereafter and until all accrued and unpaid dividends and distributions, whether or not authorized or declared, on shares of Series B Preferred Stock outstanding shall have been paid in full, the Corporation shall not, directly or indirectly:

(i) authorize, declare or pay dividends on, or make any other distributions with respect to, any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Stock;

(ii) authorize, declare or pay dividends on, or make any other distributions with respect to, any shares of stock ranking on a parity (either as to dividends or upon liquidation,

dissolution or winding up) with the Series B Preferred Stock, except dividends paid ratably on the Series B Preferred Stock and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;

(iii) redeem or purchase or otherwise acquire for consideration shares of any stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Stock, provided that the Corporation may at any time redeem, purchase or otherwise acquire shares of any such junior stock in exchange for shares of any stock of the Corporation ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Stock; or

(iv) redeem or purchase or otherwise acquire for consideration any shares of Series B Preferred Stock, or any shares of stock ranking on a parity with the Series B Preferred Stock, except in accordance with a purchase offer made in writing or by publication (as determined by the Board of Directors) to all holders of such shares upon such terms as the Board of Directors, after consideration of the respective annual dividend rates and other relative rights and preferences of the respective series and classes, shall determine in good faith will result in fair and equitable treatment among the respective series or classes.

(b) The Corporation shall not permit any subsidiary of the Corporation to purchase or otherwise acquire for consideration, directly or indirectly, any shares of stock of the Corporation unless the Corporation could, under paragraph (a) of this Section 4, purchase or otherwise acquire such shares at such time and in such manner.

Section 5. Reacquired Shares. Any shares of Series B Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock subject to the conditions and restrictions on issuance set forth herein, in the Charter, in any other certificate of designations creating a series of Preferred Stock or any similar stock or as otherwise required by law.

Section 6. Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made to: (i) the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Stock unless, prior thereto, the holders of shares of Series B Preferred Stock shall have received the greater of (A) \$100.00 per share (\$1.00 per one one-hundredth of a share), plus an amount equal to accrued and unpaid dividends and distributions thereon, whether or not declared, to the date of such payment, or (B) an aggregate amount per share, subject to the provision for adjustment hereinafter set forth, equal to 100 times the aggregate amount to be distributed per share of Common Stock to holders thereof; or (ii) the holders of shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series B Preferred Stock, except distributions made ratably on the Series B Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock

(by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such event the aggregate amount to which each holder of a share of Series B Preferred Stock was entitled immediately prior to such event under clause (i) of the preceding sentence shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event and the denominator of which is the number of shares of Common Stock outstanding immediately prior to such event.

Section 7. Consolidation, Merger or Other. In the event the Corporation shall enter into any consolidation, merger, combination or other transaction in which the shares of Common Stock are exchanged for or changed into other stock or securities, cash and/or any other property or otherwise changed, then in any such event each share of Series B Preferred Stock shall at the same time be similarly exchanged or changed into an amount per share, subject to the provision for adjustment hereinafter set forth, equal to 100 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of Common Stock is changed or exchanged. In the event the Corporation shall at any time declare or pay any dividend on the Common Stock payable in shares of Common Stock, or effect a subdivision or combination or consolidation of the outstanding shares of Common Stock (by reclassification or otherwise than by payment of a dividend in shares of Common Stock) into a greater or lesser number of shares of Common Stock, then in each such event the amount set forth in the preceding sentence with respect to the exchange or change of shares of Series B Preferred Stock shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of shares of Common Stock outstanding immediately after such event, and the denominator of which is the number of shares of Common Stock outstanding immediately prior to such event.

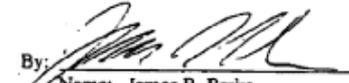
Section 8. No Redemption. The shares of Series B Preferred Stock shall not be redeemable.

Section 9. Rank. The Series B Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets, junior to all series or classes of the Corporation's Preferred Stock whether issued before or after the issuance of the Series B Preferred Stock.

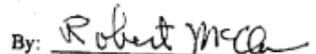
Section 10. Amendment. The Charter shall not be amended in any manner that would materially alter or change the powers, preferences or special rights of the Series B Preferred Stock, as set forth herein, so as to affect them adversely without the affirmative vote of the holders of at least two-thirds of the outstanding shares of Series B Preferred Stock, voting together as a single class.

IN WITNESS WHEREOF, Laser-Pacific Media Corporation has caused this Certificate of Designations to be executed on its behalf by its Chief Executive Officer, James R. Parks, and attested to by its Secretary, Robert McClain, this 12th day of January, 2001.

LASER-PACIFIC MEDIA CORPORATION

By: 
Name: James R. Parks
Title: Chief Executive Officer

THE UNDERSIGNED, the Secretary of Laser-Pacific Media Corporation, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Certificate of Designations to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof or otherwise required to be verified under oath are true in all material respects, under the penalties of perjury.

By: 
Name: Robert McClain
Title: Secretary

CERTIFICATE OF MERGER

OF

OS ACQUISITION CORP.

INTO

LASER-PACIFIC MEDIA CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

1. The name and state of incorporation of each of the constituent corporations participating in the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Laser-Pacific Media Corporation	Delaware
OS Acquisition Corp.	Delaware

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by OS Acquisition Corp. and Laser-Pacific Media Corporation in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of Delaware.

3. The name of the surviving corporation of the merger is Laser-Pacific Media Corporation.

4. The amendments or changes to the Certificate of Incorporation of Laser-Pacific Media Corporation, the surviving corporation, to be effected by the merger are as follows:

a. Article Fourth of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"The total number of shares of stock which this Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, and the par value of each such share is \$.0001."

b. Article Fifth of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an

improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment."

"To the extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the Delaware General Corporation Law, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders, and others."

"Any repeal or modification of any of the foregoing provisions of this Article Fifth shall be prospective and shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification."

c. Article Seventh of the Certificate of Incorporation is hereby deleted in its entirety.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of Laser-Pacific Media Corporation, the surviving corporation, the address of which is 809 North Cahuenga Boulevard, Los Angeles, California 90038.

6. A copy of the Agreement and Plan of Merger will be furnished by Laser-Pacific Media Corporation, the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. This Certificate of Merger shall become effective upon its filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, Laser-Pacific Media Corporation has caused this Certificate of Merger to be signed by James R. Parks, its Chairman and Chief Executive Officer, as of this 30th day of October 2003.

LASER-PACIFIC MEDIA CORPORATION

By: /s/ James R. Parks

Its: Chairman and Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:07 PM 07/01/2004
FILED 11:57 AM 07/01/2004
SRV 040486864 - 2236415 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LASER-PACIFIC MEDIA CORPORATION

Laser-Pacific Media Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That Article Fourth of the Certificate of Incorporation of Laser-Pacific Media Corporation is hereby amended and restated in its entirety to read as follows:

"The total number of shares of stock which this corporation is authorized to issue is one thousand one hundred (1,100) shares of Common Stock, and the par value of each such share is \$.0001."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Laser-Pacific Media Corporation has caused this certificate to be signed by James M. Quinn, its Secretary, this 1st day of July, 2004.

Laser-Pacific Media Corporation

By /s/James M. Quinn
James M. Quinn, Secretary

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LASER-PACIFIC MEDIA CORPORATION

Laser-Pacific Media Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That Article Fourth of the Certificate of Incorporation of Laser-Pacific Media Corporation is hereby amended and restated in its entirety to read as follows:

"The total number of shares of stock which this corporation is authorized to issue is one thousand two hundred (1,200) shares of Common Stock, and the par value of each such share is \$.0001."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Laser-Pacific Media Corporation has caused this certificate to be signed by Laurence L. Hickey, its Secretary, this 8th day of August, 2005.

Laser-Pacific Media Corporation

By L. L. Hickey
Laurence L. Hickey, Secretary

1518254

ARTICLES OF INCORPORATION
OF
360 NORTH PASTORIA ENVIRONMENTAL CORPORATION

FILED
IN THE OFFICE OF THE CLERK
OF THE SUPERIOR COURT OF
MAY -2 1998

Wrench Jones & Co.
INCORPORATION ATTORNEYS

I

The name of this corporation is 360 NORTH PASTORIA ENVIRONMENTAL CORPORATION.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process are:

CT Corporation System

IV

This corporation is authorized to issue only one class of shares of stock, which shall be designated "common" stock. The total number of shares which this corporation is authorized to issue is ten thousand (10,000) shares.



Adam Sachs, Incorporator

1513754 A0572057

NCTG:

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

360 NORTH PASTORIA ENVIRONMENTAL CORPORATION

FILED *NG*
In the Office of the Secretary of State
of the State of California

OCT 25 2001

Bill Jones
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the President and the Secretary of the corporation.
2. The name of the corporation is: 360 North Pastoria Environmental Corporation.
3. Article I of the Articles of Incorporation of this corporation is amended to read as follows:
 - I. The name of the corporation is NPEC Inc.
4. The foregoing amendment has been duly approved by the Board of Directors.
5. The amendment was approved by written consent of the Sole Shareholder; the total number of outstanding shares of common stock held by the Sole Shareholder is 100; all shares entitled to vote were represented and voted.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: October 16, 2001

By: *R. Hays Bell*
R. Hays Bell, President

By: *Joyce P. Haag*
Joyce P. Haag, Secretary

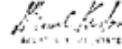


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FILED

CERTIFICATE OF INCORPORATION
OF
PACIFIC VIDEO, INC.

NOV 22 1983


 SECRETARY OF STATE

1. The name of this corporation is Pacific Video, Inc.

2. The address of this corporation's registered office in the State of Delaware is 229 South State Street, in the City of Dover, County of Kent. The name of this corporation's registered agent at said address is The Prentice-Hall Corporation System, Inc.

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

4. The total number of shares of capital stock which the corporation shall have authority to issue is 100,000 (one hundred thousand) and all such shares are to be without par value and are to be designated Common Stock.

5. The name and mailing address of the incorporator are as follows:

Colleen Carroll
1801 Century Park East, Suite 1600
Los Angeles, California 90067

I, being the incorporator named herein, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have herewith set my hand this 28th day of October, 1983.


Colleen Carroll

8400790027

FILED

MAR 11 1984

AGREEMENT AND PLAN OF MERGER

Alan C. Kaplan
SECRETARY OF STATE

Agreement and Plan of Merger dated as of March 9, 1984, by and between Robert Suidenglanz Consulting, Inc., a California corporation (the "California Corporation"), and Pacific Video, Inc., a Delaware corporation (the "Delaware Corporation"), such corporations sometimes being collectively referred to herein as the "Constituent Corporations."

The California Corporation is a corporation organized and existing under the laws of the State of California, having been incorporated thereunder on April 23, 1982. The Delaware Corporation is a corporation organized and existing under the laws of the State of Delaware, having been incorporated thereunder on November 22, 1983. The Constituent Corporations were both organized under their present names, and such names have never been changed.

The authorized capitalization of the California Corporation consists of 10,000 shares of Common Stock, of which 1,111 shares are issued and outstanding as of the date hereof.

The authorized capitalization of the Delaware Corporation consists of 100,000 shares of Common Stock, no par value, 10 of which are currently issued and outstanding and are owned by the California Corporation.

The principal office in the State of California of the California Corporation is located at 809 North Cahuenga Boulevard, Los Angeles, California 90038. The registered office in the State of Delaware of the Delaware Corporation is located at 229 South State Street, Dover, Delaware 19901, and the Prentiss-Hall Corporation is the agent in charge thereof upon whom process against the Delaware Corporation may be served.

The Board of Directors of the California Corporation and the Board of Directors of the Delaware Corporation deem it to be to the benefit and advantage of each of such corporations and their respective stockholders that such corporations merge under and pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, and the Board of Directors of each of the Constituent Corporations, by resolution duly adopted, has approved this Agreement and Plan of Merger (sometimes herein called the "Agreement") and a majority of the Directors of each has duly authorized the execution of the same and each of such Board of Directors has directed that the Agreement

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be submitted for approval by written consent of the respective stockholders of the California Corporation and the Delaware Corporations entitled to vote thereon (namely, all of the stockholders of each).

In consideration of the foregoing and the mutual agreements hereinafter set forth, the parties hereto agree that in accordance with the provisions of Section 1108 of the General Corporation Law of the State of California and Section 252 of the General Corporation Law of the State of Delaware, the California Corporation shall be merged with and into the Delaware Corporation, and that the terms and conditions of such merger and the mode of carrying it into effect are, and shall be, as herein set forth.

ARTICLE I

Upon the effective date of the Merger, the California Corporation shall be merged into the Delaware Corporation and the Delaware Corporation, as the corporation surviving the merger, shall be fully vested therewith. The separate existence and corporate organization of the California Corporation shall cease as soon as the merger shall become effective as herein provided, and thereupon the California Corporation and the Delaware Corporation shall be a single corporation, to wit, the Delaware Corporation (hereinafter sometimes referred to as the "Surviving Corporation"). This Agreement shall continue in effect and the merger shall become effective only if the Agreement is adopted by the stockholders of the Constituent only if the Agreement is adopted by the stockholders of the Constituent Corporations as provided in Article XI hereof. Upon such adoption, that fact shall be certified upon the Agreement by the Secretary of each of the Constituent Corporations, under the seals thereof. Thereupon, complying with the requirement of Section 1108 of the General Corporation Law of the State of California and Section 252 of the General Corporation Law of the State of Delaware, the Agreement shall be filed in the office of the Secretary of State of Delaware and a copy of this Agreement, certified by the Secretary of State of Delaware, shall be recorded in the office of the Recorder of Kent County in the State of Delaware, and a Certificate of Merger under Section 1108 of the General Corporation Law of the State of California shall be filed with the Department of the Secretary of the State of California.

The merger shall become effective when the necessary filing shall have been accomplished in California and the necessary filing and recording shall have been accomplished

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in Delaware. The date when the merger becomes effective is sometimes herein referred to as the "effective date of the merger."

ARTICLE II

Upon the effective date of the merger, the Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Corporation. Such Certificate of Incorporation is made a part of this Agreement with the same force and effect as if set forth herein in full.

Upon the effective date of the Merger, the Bylaws of the Delaware Corporation shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Certificate of Incorporation and such Bylaws.

ARTICLE III

Upon the effective date of the merger, the Surviving Corporation shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges and purposes of each of the Constituent Corporations; and all of the assets and property of whatever kind and character of each of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall be liable for all of the liabilities, obligations and penalties of each of the Constituent Corporations. No liability or obligation due or to become due, claim or demand for any cause existing against either corporation, or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Corporation or any stockholder, officer, director or employee thereof, shall be released or impaired by such merger. No action or proceeding, whether civil or criminal, then pending by or against either Constituent Corporation or any stockholder, officer, director or employee thereof, shall abate or be discontinued by such merger, but may be enforced, prosecuted, defended, settled or compromised as if such merger had not occurred or the Surviving Corporation may be substituted in any action or proceeding in place of either Constituent Corporation.

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If at any time the Surviving Corporation shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to vest, perfect or confirm of record in the Surviving Corporation the title to any property or rights of the Constituent Corporations, or otherwise to carry out the provisions hereof, the proper officers and directors of the Constituent Corporations, as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect or convey title to such property or rights in the Surviving Corporation, and otherwise to carry out the provisions hereof.

ARTICLE V

The number of shares of stock that the Surviving Company shall have authority to issue shall be 100,000 shares of Common Stock, no par value.

ARTICLE VI

Upon the effective date of the merger, each issued and outstanding share of Common Stock of the California Corporation shall be and become converted into ten (10) fully paid and nonassessable share of Common Stock, no par value, of the Surviving Corporation. Outstanding certificates representing shares of Common Stock of the California Corporation shall thenceforth represent ten times that number of shares of Common Stock of the Surviving Corporation, and the holder thereof shall be entitled to precisely the same rights he would enjoy if he held certificates issued by the Surviving Corporation. Upon the surrender of any such certificate to the Surviving Corporation, the holder of the certificates surrendered shall receive in exchange therefor a certificate or certificates of the Surviving Corporation. Upon the effective date of the merger, each outstanding option or right to purchase or otherwise acquire shares of Common Stock of the California Corporation shall be converted into and become an option or right to purchase or otherwise acquire ten times the number of shares of Common Stock of the Surviving Corporation on the same terms and conditions, and, in connection therewith, ten times the number of shares of Common Stock of the Surviving Corporation shall be reserved for issuance by the Surviving Corporation as were reserved by the California Corporation immediately prior to the merger.

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ARTICLE VII

Upon the merger becoming effective, the shares of Common Stock, no par value, of the Delaware Corporation outstanding immediately prior to the effective date of the merger, shall be canceled and retired, and no new shares of Common Stock or other securities of the Surviving Corporation shall be issuable with respect thereto.

ARTICLE VIII

The officers and directors of the California Corporation at the effective date of the merger shall serve as the officers and directors of the Surviving Corporation, until their successors shall have been elected and qualified as provided in the Bylaws of the Surviving Corporation.

If, on or after the effective date of the merger, a vacancy shall exist on the Board of Directors of the Surviving Corporation, or in any of the offices specified above, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

ARTICLE IX

Any corporate acts, plans, policies, approvals and authorizations of the California Corporation, its stockholders, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the effective date of the merger, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as they were on the California Corporation. The employees of the California Corporation shall become the employees of the Surviving Corporation and continue to be entitled to the same rights and benefits they enjoyed as employees of the California Corporation. It is intended that the transaction described herein qualify as a reorganization within the definition of Clause (F) of Section 368(a)(1) of the Internal Revenue Code of 1954, amended.

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ARTICLE X

This Agreement shall be submitted for approval by the stockholder of the Delaware Corporation as provided by the applicable laws of the State of Delaware. Although not required by the applicable law of the State of California, this Agreement also will be submitted for approval by the stockholders of the California Corporation. There shall be required for the adoption of this Agreement by the Constituent Corporations, the affirmative vote of the holders of at least a majority of the capital stock of the respective corporations outstanding. In addition, consummation of the merger shall be subject to obtaining any consents or approvals determined by the respective Board of Directors of the Constituent Corporations to be necessary to effect such merger.

ARTICLE XI

This Agreement and the merger may be terminated and abandoned by resolutions of the Board of Directors of the California Corporation and the Delaware Corporation prior to the merger becoming effective. In the event of the termination and the abandonment of this Agreement and the merger pursuant to the foregoing provisions of this Article XI, this Agreement shall become void and of no further effect without any liability on the part of either of the Constituent Corporations or its stockholders or the directors or officers in respect thereof.

ARTICLE XII

This Agreement and Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instruments.

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In witness whereof, each party to this Agreement, pursuant to authority duly given by its respective Boards of Directors, has caused this Agreement to be executed on its behalf by its duly authorized representative as of the day and year first hereinabove written.

ATTEST: **ROBERT SEIDENGLANZ CONSULTING, INC.**

By: [Signature] By: [Signature]
Robert E. Seidenglanz, Secretary Emory Cohen, President

ATTEST: **PACIFIC VIDEO, INC.**

By: [Signature] By: [Signature]
Thomas C. Cogswell, Secretary Robert E. Seidenglanz, Chairman of the Board



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OCT 15 1984

*William C. K...
SECRETARY OF STATE*

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

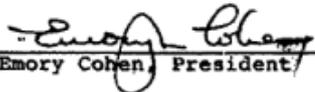
Emory Cohen certifies that:

1. He is the President of Pacific Video, Inc., a Delaware corporation.
2. Article 4 of the Certificate of Incorporation of this Corporation is amended to read as follows:
 - *4. The total number of shares of capital stock that the Corporation shall have authority to issue is 2,000,000 and all such shares are to be without par value and are to be designated Common Stock. Upon amendment of this article to read as herein set forth, each share of Common Stock outstanding shall be split up and converted into 20 such shares.*
3. The foregoing amendment of the Certificate of Incorporation has been duly approved by the Board of Directors of this Corporation.
4. The foregoing amendment of the Certificate of Incorporation has been duly approved by the required vote of shareholders of this Corporation in accordance with Section 242 of the General Corporation's Law of the State of Delaware. The total number of outstanding

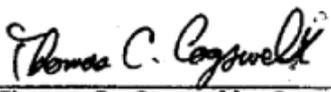
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shares of this Corporation is 11,110 (before giving effect to the foregoing amendment). The number of shares voting in favor of the amendment was 100%, which exceeded the vote required. The percentage vote required was more than 50%.

DATED: October 5, 1984.


Emory Cohen, President

ATTEST:


Thomas G. Cogswell, Secretary

601102

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

FILED ^{9AM}
APR 1 1987

Michael H. Hinkle
SECRETARY OF STATE

Robert E. Seidenglanz hereby certifies that:

1. He is the Chairman of the Board and Chief Executive Officer of Pacific Video, Inc., a Delaware corporation (the "Corporation").

2. Article 4 of the Certificate of Incorporation of the Corporation is amended to read as follows:

"4. This Corporation is authorized to issue only two classes of shares designated 'Common Stock' and 'Preferred Stock,' respectively. The number of shares of Common Stock authorized to be issued is 4,000,000, and all such shares are to be without par value. The number of shares of Preferred Stock authorized to be issued is 1,500,000, and all such shares are to be without par value. Upon amendment of this Article to read as herein set forth, each outstanding share of Common Stock shall be split up into three such shares of Common Stock.

The Board of Directors of this Corporation is authorized to determine the number of series into which shares of Preferred Stock may be divided, to determine the rights, preferences, privileges and restrictions granted to or imposed upon the Preferred Stock or any series thereof or any holders thereof, to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock or the holders thereof, to fix the number of shares constituting any series prior to the issue of shares of that series and to increase or decrease, within the limits stated in any resolution of the Board originally fixing the number of shares constituting any series (but not below the number of such shares then outstanding), the number of shares of any such series subsequent to the issue of shares of that series."

3. An Article 6 of the Certificate of Incorporation of the Corporation is hereby added to read as follows:

"ARTICLE 6

LIABILITY AND INDEMNIFICATION OF DIRECTORS,
OFFICERS, EMPLOYEES AND OTHER AGENTS

6.1 To the fullest extent permitted by the Delaware General Corporation Law, no director of the Company shall be liable to the Company or its shareholders for monetary damages arising from a breach of fiduciary duty as a

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director. The foregoing sentence shall not relieve a director from liability, however, for (1) any matter for which such director shall be liable under Section 174, Title 8, of the Delaware Code (or any amendment thereof or successor provision thereto); (2) any breach of his duty of loyalty to the stockholders of the Company or to the Company; (3) failure to act in good faith; (4) any intentional misconduct or a knowing violation of law; (5) deriving an improper personal benefit from the Company or its business. The provisions of this Section 6.1 shall apply to any matter occurring, or any cause of action, suit or claim accruing or arising after the date when this Article becomes effective, notwithstanding any later repeal, amendment or modification of this Article or of the Company's Certificate of Incorporation.

6.2 The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by law."

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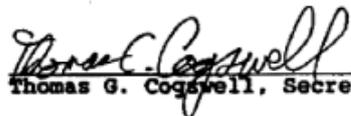
4. The foregoing amendments of the Certificate of Incorporation herein certified have been duly adopted in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law. Prompt written notice of the adoption of the amendment herein certified has been given to those stockholders who have not consented in writing thereto, as provided in Section 228 of the Delaware General Corporation Law.

Signed and attested to on March 30, 1987.



Robert E. Seidenglanz
Chairman of the Board;
Chief Executive Officer

ATTEST:



Thomas G. Cogswell, Secretary

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JUN 17 1987


SECRETARY OF STATE

CERTIFICATE
OF
DESIGNATIONS, PREFERENCES AND RIGHTS
OF
SERIES A PREFERRED STOCK
OF PACIFIC VIDEO, INC.

Pursuant to Section 151 of the
General Corporation Law of the State of Delaware

PACIFIC VIDEO, INC., a Delaware corporation (the "Company"), certifies that pursuant to the authority contained in Article Fourth of its Certificate of Incorporation, as amended, and in accordance with the provisions of Section 151 of the General Corporation Law of the State of Delaware, its Board of Directors has adopted the following resolution creating a series of its No Par Series A Preferred Stock designated as Series A Preferred Stock:

RESOLVED, that a series of the class of authorized No Par Series A Preferred Stock of the Company be hereby created, and that the designation and amount thereof and the voting powers, preferences and relative, participating, optional and other special rights of the shares of such series, and the qualifications, limitations or restrictions thereof are as follows:

Section 1. Designation and Amount. The shares of such series shall be designated as "Series A Preferred Stock" (the "Preferred Stock") and the number of shares constituting such series shall be 1,500,000.

Section 2. Dividends. Shares of Preferred Stock shall not be entitled to any cash dividends.

Section 3. Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution or winding up ("Liquidation") of the Company, the holders of Preferred Stock shall be entitled to receive out of the assets of the Company, whether such assets are capital or surplus of any nature, before any payment shall be made or any assets distributed to the holders of common stock, an amount equal to 100% of the purchase price of each share of Preferred Stock per share (adjusted to take into account stock splits, combinations and other similar transactions affecting the Preferred Stock)

and no more. If upon any Liquidation the assets of the Company to be distributed are insufficient to permit the payment to all holders of Preferred Stock and any other series of preferred stock hereafter issued of their full preferential amounts, the entire assets of the Company to be distributed shall be distributed ratably among the holders of Preferred stock and any other such series in accordance with each holder's liquidation preference. A consolidation or merger of the Company with or into any other corporation or corporations or a sale of the Company's assets shall not be deemed to be a liquidation, dissolution or winding up of the Company as such terms are used in this Section.

Section 4. Voting Rights. Except as otherwise provided by the laws of the State of Delaware or as hereinafter specifically set forth, each share of Preferred Stock shall have one vote which may be cast on all matters to come before the shareholders of the Company, as provided by the laws of the State of Delaware, the amended Certificate of Incorporation and/or the By-Laws of the Company. Except as otherwise provided by the laws of the State of Delaware or as hereinafter specifically set forth, the holders of the outstanding shares of Preferred Stock shall vote with the holders of the outstanding capital stock, and not as a separate class or series.

Section 5. Conversion. The holders of the Preferred Stock shall have the following conversion rights (the "Conversion Rights"):

(a) Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such shares, at the office of the Company or any transfer agent for the Company, into one fully paid and non-assessable share of common stock, at the respective Conversion Prices (as hereafter defined) therefor in effect at the time of conversion determined as provided herein.

(b) Automatic Conversion.

(i) Each share of Preferred Stock shall automatically be converted into shares of common stock at the then effective Conversion Price, immediately upon the closing of a firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of the common stock in which the aggregate offering price equals or exceeds \$5,000,000. The Company shall promptly notify the holders of any such closing.

(ii) Upon the occurrence of the event specified in subclause (i) of this Section 5(b), the outstand-

ing shares of the class of Preferred Stock to be converted shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company or its transfer agent, provided, however, that the Company shall not be obligated to issue certificates evidencing the shares of common stock issuable upon such conversion unless certificates evidencing such shares of the Preferred Stock being converted are either delivered to the Company or any transfer agent, as hereinafter provided, or the holder notifies the Company or any transfer agent, as hereinafter provided that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection therewith. Upon the occurrence of automatic conversion of the Preferred Stock being converted, the Company shall promptly notify the holders of the conversion thereof and the holder shall surrender the certificates representing such shares at the office of the Company or of any transfer agent for the common stock. Thereupon, there shall be issued and delivered to such holder or his designees, promptly by first class mail at the address of such holder as set forth on the books of the Company's transfer agent and in his name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of common stock into which the shares of the Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred.

(c) Conversion Price. Each share of Preferred Stock shall be convertible into one share of common stock and the initial Conversion Price per share for the Preferred Stock shall be equal to 100% of the purchase price of each share of Preferred Stock. The initial Conversion Price shall be subject to adjustment from time to time as provided herein.

(d) Mechanics of Voluntary Conversion. Before any holder of Preferred Stock shall be entitled to voluntarily convert the same into shares of common stock, he shall surrender the certificate or certificates therefor, duly endorsed, at the office of the Company or of any transfer agent for the Preferred Stock or common stock, and shall give written notice to the Company at such office that he elects to convert the same and shall state therein the number of shares of Preferred Stock being converted. Thereupon the Company shall promptly issue and deliver to such holder of Preferred Stock or his designees by first class mail at the address of such holder as set forth on the books of the Company's transfer agent a certificate or certificates for the number of shares of common stock to which he shall be entitled to as aforesaid and a certificate or certificates for any shares of Preferred Stock that are not converted.

Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Preferred Stock to be converted, and the person or persons entitled to receive the shares of common stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of common stock on such date.

(e) Adjustment for Stock Splits and Combinations. If the Company shall at any time or from time to time after the Commitment Date (as hereinafter defined) effect a subdivision of the outstanding common stock, the Conversion Price then in effect immediately before that subdivision shall be proportionately decreased, and conversely, if the Company shall at any time or from time to time after the Commitment Date combine the outstanding shares of common stock, the Conversion Price then in effect immediately before the combination shall be proportionately increased. Any adjustment under this subsection (e) shall become effective at the close of business on the date the subdivision or combination becomes effective. "Commitment Date" for any shares of Preferred Stock shall mean the date of the Purchase Agreement between the Company and the original purchasers of Preferred Stock.

(f) Adjustment for Certain Dividends and Distributions. In the event the Company at any time, or from time to time after the Commitment Date shall make or issue, or fix a record date for the determination of holders of common stock or holders of any other stock entitled to receive, a dividend or other distribution payable in additional shares of common stock or stock convertible into or exchangeable for common stock, then and in each such event the Conversion Price then in effect shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction:

(i) the numerator of which shall be the total number of shares of common stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

(ii) the denominator of which shall be the total number of shares of common stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of common stock issuable in payment of such dividend or distribution and/or the number of shares of common stock issuable upon conversion or exchange of stock issuable in payment of such dividend or distribution; provided, however, if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor,

the Conversion Price shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price shall be adjusted pursuant to this subsection (f) as of the time of actual payment of such dividends or distributions.

(g) Adjustments for Other Dividends and Distributions. In the event the Company at any time or from time to time after the Commitment Date shall make or issue, or fix a record date for the determination of holders of common stock entitled to receive, a dividend or other distribution payable in securities of the Company other than shares of common stock or shares of stock convertible into or exchangeable for common stock, then and in each such event provision shall be made so that the holders of Preferred Stock shall receive upon conversion thereof in addition to the number of shares of common stock receivable thereupon, the amount of securities of the Company which they would have received had their Preferred Stock been converted into common stock on the date of such event and had thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, giving application to all adjustments with respect to such securities as are called for during such period under this Section 5 with respect to the rights of the holders of the Preferred Stock.

(h) Adjustment for Reorganization, Reclassification, Exchange and Substitution. If the common stock issuable upon the conversion of the Preferred Stock shall be changed into the same or different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation or sale of assets provided for elsewhere in this Section 5), then and in each such event the holder of each share of Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change, by holders of the number of shares of common stock into which such shares of Preferred Stock might have been converted immediately prior to such reorganization, reclassification or change, giving application to all adjustments with respect to such securities as are called for under this Section 5 with respect to the rights of the holders of the Preferred Stock.

(i) Mergers, Consolidations or Sale of Assets. If at any time or from time to time there shall be a merger or consolidation of the Company with or into another corporation, or the sale of all or substantially all of the Company's properties and assets to any other person, then, as a part of such

merger, consolidation or sale, provision shall be made so that the holders of the Preferred Stock shall thereafter be entitled to receive upon conversion of the Preferred Stock, the number of shares of stock or other securities or property of the Company, or of the successor corporation resulting from such merger or consolidation or sale, to which a holder of common stock deliverable upon conversion would have been entitled on such merger, consolidation, or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section 5 with respect to the rights of the holders of the Preferred Stock after the merger, consolidation or sale to the end that the provisions of this Section 5 (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(j) Sale of Shares Below Conversion Price.

(i) If at any time or from time to time after the Commitment Date the Company shall issue or sell additional shares of common stock or Convertible Securities (as hereinafter defined), other than as a dividend or other distribution on any class of stock as provided in subsections (f) and (g) above and other than upon a subdivision or combination of shares of common stock as provided in subsection (e) above, for a consideration per share less than the then existing Conversion Price, then and in each case the then existing Conversion Price shall be reduced, as of the opening of business on the date of such issue or sale, to a price determined by multiplying that Conversion Price by a fraction (A) the numerator of which shall be (1) the number of shares of common stock outstanding at the close of business on the date next preceding the date of such issue or sale, plus (2) the number of shares of common stock which the aggregate consideration received by the Company for the total number of Additional Shares of common stock so issued or deemed to be issued would purchase at such Conversion Price, and (B) the denominator of which shall be the number of shares of common stock outstanding or deemed to be issued at the close of business on the date of such issue or sale after giving effect to the issuance of such Additional Shares of common stock or Convertible Securities.

(ii) For the purpose of making any adjustment in the Conversion Price or number of shares of common stock purchasable on conversion of Preferred Stock as provided above, the consideration received by the Company for any issue or sale of securities shall,

(A) To the extent it consists of cash, be computed at the amount of cash for which the securities are sold;

(B) to the extent it consists of property other than cash, be computed at the fair value of that property as determined in good faith by the Company's Board of Directors; and

(C) if Additional Shares of common stock, Convertible Securities (as hereinafter defined) or rights or options to purchase either Additional Shares of common stock or Convertible Securities are issued or sold together with other stock or securities or other assets of the Company for a consideration which covers both, be computed as the portion of the consideration so received that may be reasonably determined in good faith by the Company's Board of Directors to be allocable to such Additional Shares of common stock, Convertible Securities or rights or options.

(iii) For the purpose of the adjustment provided in subclause (i) of this subsection (j), if at any time or from time to time after the Commitment Date the Company shall issue any rights or options for the purchase of, or stock or other securities convertible into or exchangeable for, Additional Shares of common stock (such convertible or exchangeable stock or securities being hereinafter referred to as "Convertible Securities"), then, in each case, if the Effective Price (as hereinafter defined) of such rights, options or Convertible Securities shall be less than the existing Conversion Price of the Preferred Stock, the Company shall be deemed to have issued at the time of the issuance of such rights or options or Convertible Securities the maximum number of Additional Shares of common stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such shares an amount equal to the total amount of the consideration, if any, received by the Company for the issuance of such rights or options or Convertible Securities plus, in the case of such options or rights, the minimum amounts of consideration, if any, payable to the Company upon the exercise of such options or rights, and, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities). "Effective Price" shall mean the quotient determined by dividing the total of all of such consideration by such maximum number of Additional Shares of common stock. No further adjustment of the Conversion Price adjusted upon the issuance of such rights, options or Convertible Securities shall be made as a result of the actual issuance of Additional Shares of common stock on the exercise of any such rights or options or the conversion of any such Convertible Securities.

If any such rights or options or the conversion privilege represented by any such Convertible Securities

shall expire without having been exercised, the Conversion Price adjusted upon the issuance of such rights, options or Convertible Securities shall be readjusted to the Conversion Price which would have been in effect had an adjustment been made on the basis that the only Additional Shares of common stock so issued were the Additional Shares of common stock, if any, actually issued or sold on the exercise of such rights or options or rights of conversion or exchange of such Convertible Securities, and such Additional Shares of common stock, if any, were issued or sold for the consideration actually received by the Company upon such exercise, plus the consideration, if any, actually received by the Company for the granting of all such rights or options, whether or not exercised, plus the consideration received for issuing or selling the Convertible Securities actually converted plus the consideration, if any, actually received by the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) on the conversion of such Convertible Securities.

(iv) For the purpose of the adjustment provided for in subclause (i) of this subsection (j), if at any time or from time to time after the Commitment Date the Company shall issue any rights or options for the purchase of Convertible Securities, then, in each such case, if the Effective Price thereof is less than the then current Conversion Price, the Company shall be deemed to have issued at the time of the issuance of such rights or options the maximum number of Additional Shares of common stock issuable upon conversion of the total number of Convertible Securities covered by such rights or options and to have received as consideration for the issuance of such Additional Shares of common stock an amount equal to the amount of consideration, if any, received by the Company for the issuance of such rights or options, plus the minimum amount of consideration, if any, payable to the Company (other than by cancellation of liabilities or obligations evidenced by such Convertible Securities) upon the conversion of such Convertible Securities. "Effective Price" shall mean the quotient determined by dividing the total amount of such consideration by such maximum number of Additional Shares of common stock. No further adjustment of the Conversion Price adjusted upon the issuance of such rights or options shall be made as a result of the actual issuance of the Convertible Securities upon the exercise of such rights or options or upon the actual issuance of Additional Shares of common stock upon the conversion of such Convertible Securities.

The provisions of subclause (iii) above for the readjustment of the Conversion Price upon the expiration of rights or options or the rights of conversion of Convertible Securities, shall apply mutatis mutandis to the rights, options and Convertible Securities referred to in this subclause (iv).

(k) Definition. The term "Additional Shares of common stock" as used herein shall mean all shares of common stock issued or deemed to have been issued by the Company after the Commitment Date, whether or not subsequently reacquired or retired by the Company, other than (i) shares of common stock issued upon conversion of the Preferred Stock, (ii) up to 200,000 additional shares issued or issuable to employees or consultants pursuant to incentive stock option plans or other programs in which options are granted by the Company's Board of Directors at a fair market value less than the Conversion Price, and (iii) shares of common stock of the Company issuable or issued upon exercise of that certain warrant (the "Warrant"), granted to Woolcott & Co. Inc. ("Woolcott"), and/or its assignees in connection with the sale of the Preferred Stock.

(l) Fractional Shares. No fractional shares of common stock shall be issued upon conversion of the Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Company shall pay cash equal to the product of such fraction multiplied by the fair market value of one share of the Company's common stock on the date of conversion, as determined in good faith by the Company's Board of Directors.

(m) Reservation of Stock Issuable Upon Conversion. The Company shall at all times reserve and keep available out of its authorized but unissued shares of common stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock, such number of its shares of common stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Preferred Stock, and if at any time the number of authorized but unissued shares of common stock shall not be sufficient to effect the conversion of all then outstanding shares of the Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose.

(n) Certificate of Adjustment. Whenever the amount of common shares or other securities deliverable upon the conversion of shares of Preferred Stock shall be adjusted pursuant to the provisions hereof, the Company shall deliver to each holder of Preferred Stock, not later than 30 days after the date of such adjustment, a certificate signed by the President or one of the Vice Presidents of the Company, and by the Treasurer or one of the Assistant Treasurers of the Company, stating the adjusted amount of its common shares or other securities deliverable per share of Preferred Stock calculated to the nearest one one-hundredth and setting forth in reasonable detail the method of calculation and the facts re-

quiring such adjustment and upon which such calculation is based. Each adjustment shall remain in effect until a subsequent adjustment hereunder is required.

Section 6. Sinking Fund. There shall be no sinking fund for the payment of liquidation preferences or redemption of shares of Preferred Stock.

Section 7. Protective Limitation.

(a) Senior Series. So long as any shares of Preferred Stock shall remain outstanding the Company shall not, without the advance affirmative vote or written consent of the holders of at least 66-2/3% of the then outstanding shares of Preferred Stock, issue any other class of preferred or special shares having any preference or priority as to assets senior to such preference or priority of the Preferred Stock.

(b) Election of Director. Holders of the Preferred Stock will have the right, voting as a class, to elect one member of the Company's Board of Directors.

(c) Changes. So long as any shares of Preferred Stock shall remain outstanding, the Company shall not, (i) without approval of the Company's Board of Directors, including the director elected by the holders of the Preferred Stock voting as a class, (A) issue a series of preferred stock with a liquidation preference in excess of the consideration therefor; (B) repurchase any shares of common stock; or (ii) without the advance affirmative vote or written consent of the holders of at least 66-2/3% of the then outstanding shares of Preferred Stock, adversely change any of the rights and preferences of the Preferred Stock.

Section 8. Rights of First Refusal. Each holder of the Preferred Stock shall be entitled to a right of first refusal to purchase all or any part of his or its pro rata share of New Securities (as defined below) which the Company may, from time to time, propose to sell and issue. A pro rata share of New Securities for purposes of this right of first refusal is the ratio of the number of shares of common stock issuable upon conversion of the shares of Preferred Stock (the "Underlying Shares") then held or issuable upon the conversion of all the shares of Preferred Stock then held by such holder to the sum of the Company's outstanding common stock immediately prior to such issuance of New Securities plus the number of Underlying Shares then issuable upon conversion of all outstanding shares of Preferred Stock.

"New Securities" shall mean any capital stock (including common stock or preferred stock) of the Company whether now authorized or not, and securities issued upon exercise of

rights, options or warrants to purchase capital stock, and securities of any type whatsoever that may become convertible into capital stock; provided, that the term "New Securities" does not include (i) the shares of Preferred Stock, Underlying Shares or common stock issuable or issued upon the exercise of the Warrant granted to Woolcott; (ii) securities issued pursuant to the acquisition of another business by the Company by merger, purchase of assets or other reorganization whereby the Company owns not less than fifty-one percent (51%) of the voting power of such corporation upon consummation of such transaction; (iii) any borrowings, direct or indirect, from financial institutions or other persons by the Company, whether or not presently authorized, including any type of loan or payment evidenced by any type of debt instrument, provided such borrowings do not have equity features; (iv) shares of common stock or preferred stock of the Company issued in connection with any stock split, stock dividend or recapitalization of the Company; (v) up to 200,000 additional shares of capital stock of the Company issued or issuable pursuant to employee benefit plans or arrangements or to consultants in the normal course of business approved by the Board of Directors of the Company; and (vi) capital stock issued in connection with a public offering effected pursuant to a registration statement under the Act.

In the event the Company proposes to undertake an issuance of New Securities, it shall give each holder of Preferred Stock written notice of its intention, describing the type of New Securities, the price and the general terms upon which the Company proposes to issue the same. If the terms involve a unique consideration which the holders of Preferred Stock are unable to deliver, the Board of Directors of the Company shall determine, in good faith and on a reasonable basis, the fair market value of such consideration and such fair market value shall be the price offered to the holders of Preferred Stock, payable in cash. Each such holder shall have 30 days from the date such notice is given to agree to purchase its pro rata share of such New Securities for the price and upon the general terms specified in such notice by giving written notice to the Company and stating therein the quantity of New Securities to be purchased.

In the event the holders of Preferred Stock fail to exercise fully the right of first refusal within such 30 day period, the Company shall have 90 days thereafter to sell or enter into an agreement (pursuant to which the sale of New Securities covered thereby shall be closed, if at all, within 90 days from the date of such agreement) to sell the New Securities respecting which such holders' rights were not exercised on substantially the same terms, or terms more favorable to the Company than specified in the Company's notice. In the event the Company has not sold such New Securities in accordance with the foregoing within such 90 day period, the Company

shall not thereafter issue or sell any of such New Securities without first offering such securities to the holders of Preferred Stock in the manner provided above.

The rights granted by this Section 8 shall terminate upon the closing of the Company's first underwritten public offering of common stock with an aggregate offering price of at least \$5,000,000 which is registered under the Act.

Section 9. Registration Rights.

(a) Definitions. For the purposes of this Section 9, the following terms shall have the meanings set forth below:

(i) "Restricted Stock" shall mean the Underlying Shares issuable or issued upon conversion of the shares of Preferred Stock, and the shares of common stock of the Company issuable or issued upon the exercise of the Warrant to be issued to Woolcott at the closing of the sale of the Preferred Stock and any shares of common stock issued or which may be issued in respect thereof by reason of stock dividends, stock splits, or combinations, capitalizations, reorganizations, antidilution provisions, or other corporate action. Restricted Stock shall not include any such common stock theretofore sold to or through a broker or dealer or underwriter in a public distribution or public securities transaction.

(ii) "Holder" shall mean any holder of Restricted Stock and the Assignee or Transferees of any Holder; provided, such Assignee or Transferee holds at least 1% of the Restricted Stock. "Assignees" or "Transferees" shall mean only assignees or transferees from a holder of Preferred Stock or an affiliate of such holder.

(iii) The terms "Register", "Registered" and "Registration" refer to a registration effected by preparing and filing a registration statement in compliance with the Act, and the declaration or ordering of the effectiveness of such registration statement.

(iv) "Commission" shall mean the Securities and Exchange Commission.

(b) Required Registration. Commencing on the date which is six months after the closing of the initial underwritten public offering of common stock of the Company, if and when the Company receives a written notice from Holders requesting the Registration of at least 33 1/3% of the Restricted Stock, the Company shall use its best efforts to Register, as promptly as practicable, the amount of Restricted

Stock specified in such request together with any Restricted Stock of any Holder joining in such request. The Company shall be obligated to prepare, file and cause to become effective not more than one registration statement pursuant to this Section 9(b); provided, however, that if the number of shares of Restricted Stock Registered pursuant to such registration statement is less than the total number thereof which Holders have requested to be Registered thereunder as a result of the elimination from the registration statement of Restricted Stock at the request of an underwriter, then the Company shall be obligated to prepare, file and cause to become effective not more than one additional Registration (but not more than one registration during any twelve-month period). The Company shall have the privilege of postponing the filing of a registration statement under this Section 9(b) for a reasonable period of time not in excess of 90 days if, in the reasonable opinion of the Company's Board of Directors, such filing would be detrimental to the Company.

Upon the receipt of a request for Registration, the Company shall promptly give written notice to the Holders that a Registration is to be effected. The Company shall include in the Registration the shares of Restricted Stock for which it has received written requests to Register within 30 days after the effectiveness of the Company's written notice to such Holders. If the managing underwriter or underwriters, if any, using reasonable business judgment, determine that market factors require a limitation of the number of securities to be underwritten, the number of shares of Restricted Stock shall be reduced to the required level, with the participation in such offering to be allocated pro rata among the Holders thereof requesting such Registration based upon the number of shares of common stock of the Company underlying all such securities then owned by such Holders.

If the managing underwriter or underwriters and the Company, using reasonable business judgment, determine that securities in excess of the number of securities of Holders can be Registered without adversely affecting the successful marketing of such securities, additional securities may be Registered by the Company and other holders of common stock of the Company may participate to the extent of such excess.

If any Holder disapproves of the terms of the underwriting, such person may elect to withdraw therefrom by written notice to the Company delivered at least five days prior to the effective date of the registration statement. The securities so withdrawn shall also be withdrawn from the registration statement.

(c) Incidental Registration. If the Company shall file a registration statement on an appropriate form then

in effect under the Act in connection with the proposed offer and sale of any of its common stock other than pursuant to section 9(b), the Company will give written notice of its determination to file to all Holders. The Company shall use its best efforts to cause the Restricted Stock for which written requests are received within 30 days after the effectiveness of any such notice from the Company to be included in the offering on the same terms and conditions as the securities otherwise being sold. In the event of an underwritten offering, if, in the good faith judgment of the managing underwriter or underwriters of such underwritten offering, the inclusion of some or all of the Restricted Stock would interfere with the successful distribution of a smaller number of shares, then (i) none of the Restricted Stock shall be included if the Company and the managing underwriter shall so determine or (ii) if some are to be included, the amount to be included shall be reduced to the required level with the participation in such offering to be allocated pro rata among the Holders and based upon the aggregate amounts of common stock or common stock issuable upon securities convertible into common stock then held by such persons which are Restricted Stock. If common stock is proposed to be offered for sale pursuant to such registration statement by other securityholders of the Company and the total number of shares of Restricted Stock to be offered by the Holders and shares of common stock to be offered by such other selling securityholders is required to be reduced pursuant to a request from the underwriter, the number of shares of Restricted Stock to be offered by the Holders pursuant to such registration statement shall equal the number that bears the same ratio to the maximum number of shares of common stock that the underwriter believes may be included for all the selling securityholders (including the Holders) as the original number of shares of Restricted Stock proposed to be sold by the Holders bears to the total original number of shares of common stock to be offered by the Holders and the other selling securityholders, but in no event shall the Holders be required to cut back their shares of Restricted Stock proposed to be offered to less than fifty percent (50%) of the shares of Restricted Stock owned by the Holders. If any Holder disapproves of the terms of the underwriting, such person may elect to withdraw therefrom by written notice to the Company delivered at least five days prior to the effective date of the registration statement. The securities so withdrawn shall also be withdrawn from the registration statement.

(d) Registration Procedures. If and whenever the Company is required to effect the Registration of shares of Restricted Stock under the Act, the Company will:

(i) Use its best efforts to prepare and file with the Commission a registration statement with respect to such securities and use its best efforts to cause such

registration statement to become and remain effective for ninety days;

(ii) Use its best efforts to enter into a written underwriting agreement in form and substance reasonably satisfactory to the managing underwriter or underwriters of the public offering of such securities, if any;

(iii) Furnish to the holders of securities participating in such Registration and to the underwriters of the securities being Registered such reasonable number of copies of the registration statement, preliminary prospectus, final prospectus and such other documents as such underwriters may reasonably request in order to facilitate the public offering of such securities;

(iv) Use its best efforts to register or qualify the securities covered by such registration statement under such state securities or Blue Sky laws of such jurisdictions as such participating holders may reasonably request within 10 days following the original filing of such registration statement, except that the Company shall not for any purpose be required to execute a general consent to service of process or to qualify to do business as a foreign corporation in any jurisdiction where it is not so qualified;

(v) Notify the holders participating in such Registration, promptly after it shall receive notice thereof, of the time when such registration statement has become effective or a supplement to any prospectus forming a part of such registration statement has been filed;

(vi) Notify such holders promptly of any request by the Commission for the amending or supplementing of such registration statement or prospectus or for additional information;

(vii) Prepare and file with the Commission promptly, upon the request of any such holders, any amendments or supplements to such registration statement or prospectus which, in the opinion of counsel for such holders reasonably acceptable to the Company, is required under the Act or the rules and regulations thereunder in connection with the distribution of the stock included in a registration statement by such holders;

(viii) Prepare and promptly file with the Commission, and promptly notify such holders of the filing of, such amendment or supplement to such registration or prospectus as may be necessary to correct any statements or omissions therein, at the time when a prospectus relating to such securities is required to be delivered under the Act, if any event

has occurred as the result of which any such prospectus or any other supplement as then in effect would include any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein, in the light of the circumstances in which they were made, not misleading;

(ix) Advise such holders promptly after it shall receive notice or obtain knowledge thereof, of the issuance of any stop order by the Commission suspending the effectiveness of such registration statement or the initiation or threatening of any proceeding for that purpose and promptly use its best efforts to prevent the issuance of any stop order or to obtain its withdrawal if such stop order should be issued;

(x) Not file any amendment or supplement to such registration statement or prospectus to which counsel representing all such holders has reasonably objected on the ground that such amendment or supplement does not comply in all material respects with the requirements of the Act or the rules and regulations thereunder, after having been furnished with a copy thereof at least five (5) business days prior to the filing thereof; and

(xi) Refrain from making any sale or distribution of its equity securities, except pursuant to any employee stock plan and any pre-existing agreement for the sale of such securities, during the period commencing seven days prior to, and expiring 90 days after, the registration statement has become effective.

The Holders will provide the Company with such information as reasonably shall be required by it for use in connection with the preparation of any such registration statement, amendment or supplement.

(e) Expenses.

(i) With respect to each Registration of Restricted Stock in a registration statement pursuant to this Section 9, all fees, costs and expenses of and incidental to such Registration and public offering in connection therewith shall be borne by the Company, provided, however, that security holders participating in any such Registration shall bear their pro rata share of the underwriting discounts and commissions.

(ii) The fees, costs and expenses of Registration to be borne by the Company as provided in paragraph (i) above shall include, without limitation, all registration, filing and NASD fees, printing expenses, fees and disbursements of counsel and accountants for the Company, all legal fees and disbursements and other expenses of complying with state securities or Blue Sky laws of any jurisdictions in

which the securities to be offered are to be registered or qualified, and reasonable fees and disbursements of one counsel for all the selling securityholders not exceeding \$10,000.

(f) Indemnification.

(i) The Company will indemnify and hold harmless each Holder of shares of Restricted Stock which are included in a registration statement pursuant to the provisions of Section 9 hereof for such Holder, and any person who controls such Holder within the meaning of the Act, from and against, and will reimburse such Holder and controlling person with respect to, any and all claims, actions, demands, losses, damages, liabilities, costs and expenses to which such Holder or controlling person may become subject under the Act or otherwise, insofar as such claims, actions, demands, losses, damages, liabilities, costs or expenses arise out of or are based upon any untrue statement or alleged untrue statement of any material fact contained in such registration statement, any prospectus contained therein or any amendment or supplement thereto, or arise out of or are based upon the omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statement therein, in light of the circumstances in which they were made, not misleading; provided, however, that the Company will not be liable in any such case to the extent that any such claim, action, demand, loss, damage, liability, cost or expense is caused by any untrue statement or alleged untrue statement or omission or alleged omission so made in strict conformity with information furnished by such Holder or such controlling person in writing specifically for use in the preparation thereof.

(ii) Each Holder of shares of the Restricted Stock which are included in a Registration pursuant to the provisions of Section 9 hereof will indemnify and hold harmless the Company and any person who controls the Company from and against, and will reimburse the Company and controlling person with respect to, any and all claims, actions, demands, losses, damages, liabilities, costs and expenses to which the Company or such controlling person may become subject under the Act or otherwise, insofar as such claims, actions, demands, losses, damages, liabilities, costs or expenses arise out of or are based upon any untrue or alleged untrue statement of any material fact contained in such registration statement, any prospectus contained therein or any amendment or supplement thereto, or arise out of or are based upon the omission or the alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein, in light of the circumstances in which they were made, not misleading, in each case to the extent, but only to the extent, that such untrue statement or alleged untrue statement or omission or alleged omission was so made in reliance upon and in

strict conformity with written information furnished by such Holder specifically for use in the preparation thereof.

(iii) Promptly after receipt by an indemnified party pursuant to the provisions of paragraphs (i) or (ii) of this Section 9(f) of notice of the commencement of any action involving the subject matter of the foregoing indemnity provisions, such indemnified party will, if a claim thereof is to be made against the indemnifying party pursuant to the provisions of said paragraphs (i) or (ii), notify the indemnifying party of the commencement thereof; but the omission so to notify the indemnifying party will not relieve it from any liability which it may have to an indemnified party otherwise than under this Section 9. In case such action is brought against any indemnified party and it notifies the indemnifying party of the commencement thereof, the indemnifying party shall have the right to participate in and, to the extent that it may wish, jointly with any other indemnifying party similarly notified, to assume and control the defense thereof, with counsel reasonably satisfactory to such indemnified party, and after notice from the indemnifying party to such indemnified party pursuant to the provisions of said paragraph (i) and (ii) for any legal or other expense subsequently incurred by such indemnified party in connection with the defense thereof. No indemnifying party shall be liable to an indemnified party for any settlement of any action or claim without the consent of the indemnifying party.

(g) Reporting Requirements Under Securities Exchange Act of 1934. From and after the effective date of the first registration statement filed by the Company under the Act, the Company shall timely file such information, documents and reports as the Commission may require or prescribe under Section 13 or 15(d) (whichever is applicable) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Immediately upon becoming subject to the reporting requirements of either Section 13 or 15(d) of the Exchange Act, the Company shall thereafter whenever requested by any Holder of Restricted Stock notify such Holder in writing whether the Company has, as of the date specified by such Holder, complied with the Exchange Act reporting requirements to which it is subject for a period prior to such date as shall be specified by such Holder. The Company acknowledges and agrees that the purpose of the requirements contained in this Section 9(g) are (i) to enable any such Holder to comply with the current public information requirements contained in paragraph (c) of Rule 144 under the Act should such Holder ever wish to dispose of any of the securities of the Company acquired by it without registration under the Act in reliance upon Rule 144 (or any other similar exemptive provisions) and (ii) to comply with the reporting requirements, which must be satisfied (along with other requirements as to compliance with which the Company

makes no covenant) in order to qualify the Company for the use of registration statements on Form S-3. In addition, the Company shall take such other reasonable measures and file such other information, documents and reports, as shall hereafter be required by the Commission as a condition to the availability of Rule 144 under the Act (or any similar exemptive provision hereafter in effect) and the use of Form S-3.

(h) Standoff. Each Holder agrees in connection with any underwritten public offering of the Company's securities that upon the request of the managing underwriter it shall commit itself at the request of such underwriter not to offer to sell or sell any Restricted Stock other than such stock included in the underwritten public offering for a period not to exceed 180 days from the commencement of selling pursuant to such offering.

IN WITNESS WHEREOF, Pacific Video, Inc. has caused this certificate to be signed by its President and attested by its Secretary this 12th day of June, 1987.

PACIFIC VIDEO, INC.

By: Emory M. Cohen
Emory M. Cohen
President

ATTEST:

Thomas Cogswell
Thomas Cogswell
Secretary

909271065

FILED

CERTIFICATE OF MERGER OF
SPECTRA IMAGE SUBSIDIARY, INC.
INTO PACIFIC VIDEO, INC.

SEP 28 1990

1:35 P.M.

Michael J. ...
SECRETARY OF STATE

Pacific Video, Inc., in accordance with Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Pacific Video, Inc., a Delaware corporation; and
- (b) Spectra Image Subsidiary, Inc., a California corporation.

(2) An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by Pacific Video, Inc. and by Spectra Image Subsidiary, Inc., in accordance with Section 252(c) of the DGCL.

(3) The name of the surviving corporation is Pacific Video, Inc.

(4) The certificate of incorporation of Pacific Video, Inc. shall be the certificate of incorporation of the surviving corporation, except that Article 4 shall be amended to read in full as follows:

"The total number of shares and the par value, if any, of each class of stock which the corporation has authorized is as follows: 1,000 shares of Common Stock, par value \$.0001 per share."

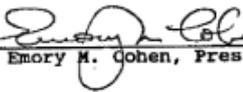
(5) The executed Agreement and Plan of Merger is on file at the principal place of business of Pacific Video, Inc. at 809 North Cahuenga Boulevard, Los Angeles, California 90038.

(6) A copy of the Agreement and Plan of Merger will be furnished by Pacific Video, Inc. on request and without cost to any stockholder of Spectra Image Subsidiary, Inc. or Pacific Video, Inc.

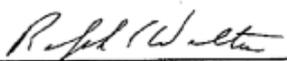
(7) The authorized capital stock of Spectra Image Subsidiary, Inc. is 10,000 shares of Common Stock, par value \$1.00 per share.

IN WITNESS WHEREOF, Pacific Video, Inc. has caused this certificate to be signed by Emory M. Cohen, its President, and attested by Ralph E. Walters, its Secretary, on the 28th day of September, 1990.

PACIFIC VIDEO, INC.

By: 
Emory M. Cohen, President

ATTEST:

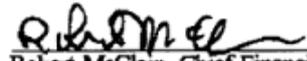
By: 
Ralph E. Walters, Secretary

**CERTIFICATE OF RENEWAL AND REVIVAL OF
CERTIFICATE OF INCORPORATION**

Pacific Video, Inc., a corporation organized under the laws of Delaware, the Certificate of Incorporation of which was filed in the office of the Secretary of State on the twenty-second day of November, 1983, and thereafter voided for non-payment of taxes, now desiring to procure a revival of its Certificate of Incorporation, hereby certifies as follows:

1. The name of the corporation is Pacific Video, Inc.
2. The address of the registered office of the corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company.
3. The date when revival of the Certificate of Incorporation of this corporation is to commence is the twenty-eighth day of February, 1994, same being prior to the date the Certificate of Incorporation became void. Revival of the Certificate of Incorporation of the corporation is to be perpetual.
4. The corporation desiring to be revived was duly organized under the laws of the State of Delaware and carried on the business authorized by its Certificate of Incorporation until the first day of March, 1994, at which time its Certificate of Incorporation became inoperative and void for non-payment of taxes and this Certificate for Renewal and Revival is filed by authority of the duly elected directors of the corporation with the laws of Delaware.

IN WITNESS WHEREOF, said Pacific Video, Inc. in compliance with the provisions of Section 312 of the Title 8 of the Delaware Code has caused this Certificate to be signed by Robert McClain, its Chief Financial Officer, this 29th day of January, 1996.


Robert McClain, Chief Financial Officer

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Form SSC-01
State Form 4188

EXHIBIT A

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

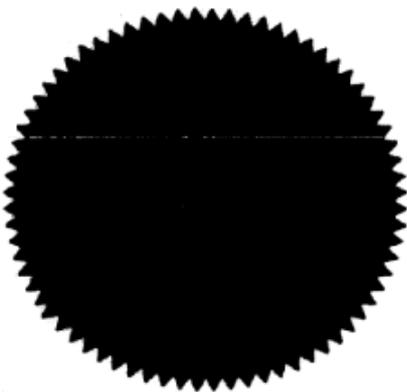
CERTIFICATE OF INCORPORATION
OF

PAKON CORPORATION

198507-375
(P)

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Corporation, in the form prescribed by my office, prepared and signed in duplicate by the incorporator(s), and acknowledged and verified by the same, have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; that I have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the incorporator(s) or his(their) representatives; all as prescribed by the provisions of the INDIANA GENERAL CORPORATION ACT.

....., as amended.
NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence has begun.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this 12th day of
July, 1985

EDWIN J. SIMCOX, Secretary of State

By _____ Deputy

Indiana Secretary of State
Packet: 198507-375
Filing Date: 07/12/1985
Effective Date: 07/12/1985

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

FEE: Maximum fee for up to 1000 shares \$ 26.00
Fee for shares over 1,000 but less than 200,000
@ \$4 per share \$
Fee for shares over 200,000 but less than
1,000,000 \$
@ \$4 per share \$
Fee for shares over
1,000,000 \$
@ \$24 per share \$
Total Fee Due \$

APPROVED
AND
FILED
JUL 12 1985

Edwin J. Simcox
SECRETARY OF STATE OF INDIANA

Corporate Form No. 101 (Oct. 1981)—Page One

ARTICLES OF INCORPORATION

Edwin J. Simcox, Secretary of State of Indiana

Use White Paper—Size 8 1/2 x 11—For Inserts

Filing Requirements—Present 2 originally signed and fully executed copies to Secretary of State, Room 155, State House, Indianapolis 46204

Recording Requirements—Recording of Articles of Incorporation in the Office of the County Recorder is no longer required by the Indiana General Corporation Act.

ARTICLES OF INCORPORATION
OF

Pakon Corporation

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of (Indicate appropriate act)

- Indiana General Corporation Act
 Medical Professional Corporation Act
 Dental Professional Corporation Act
 Professional Corporation Act of 1965

I.C. 23-1-13.5 (Professional Accounting Corporations) pursuant to the Indiana General Corporation Act. (Professional Accounting Corporations are considered to be formed pursuant to the authority of the Indiana General Corporation Act, but subject to the provisions of I.C. 23-1-13.5)

as amended (hereinafter referred to as the "Act"), execute the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Pakon Corporation

(The name must contain the word "Corporation" or "Incorporated", or an abbreviation of one of these words.)

ARTICLE II

Purposes

The purposes for which the Corporation is formed are:

See Attached

Indiana Secretary of State
Packet: 198507-375
Filing Date: 07/12/1985
Effective Date: 07/12/1985

State Form 4159R

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 198507-375
Filing Date: 07/12/1985
Effective Date: 07/12/1985

Corporate Form No. 101—Page Two
Prescribed by Edwin J. Simcox, Secretary of State
(Oct. 1981)

ARTICLE III Period of Existence

The period during which the Corporation shall continue is Perpetual
(perpetual or a stated period of time)

ARTICLE IV Resident Agent and Principal Office

Section 1. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is Stephan E. Weitzel 1507 Old National Bank Building
(Name) (Number and Street or Building)
Evansville Indiana 47708
(City) (State) (Zip Code)

Section 2. Principal Office. The post office address of the principal office of the Corporation is 1528 N. Fulton Avenue, P.O. Box 591, Evansville, IN 47704
(Number and Street or Building) (City) (State) (Zip Code)

(The resident agent and principal office address must be located in Indiana.)

ARTICLE V Authorized Shares

Section 1. Number of Shares:

The total number of shares which the Corporation is to have authority to issue is 1000.

- A. The number of authorized shares which the corporation designates as having par value is None
with a par value of \$ 0.
- B. The number of authorized shares which the corporation designates as without par value is 1000.

Section 2. Terms of Shares (if any):

See Attached

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 198507-375
Filing Date: 07/12/1985
Effective Date: 07/12/1985

Corporate Form No. 101—Page Three
Prescribed by Edwin J. Simcox, Secretary of State
(Oct. 1981)

ARTICLE VI Requirements Prior To Doing Business

The Corporation will not commence business until consideration of the value of at least \$1,000 (one thousand dollars) has been received for the issuance of shares.

ARTICLE VII Director(s)

Section 1. Number of Directors: The initial Board of Directors is composed of 1 member(s).
The number of directors may be from time to time fixed by the By-Laws of the Corporation at any number.
In the absence of a By-Law fixing the number of directors, the number shall be 1.

Section 2. Names and Post Office Addresses of the Director(s): The name(s) and post office address(es) of the initial Board of Director(s) of the Corporation is (are):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Robert E. McCarthy, Jr.,	1528 N. Fulton Ave. P.O. Box 593	Evansville,	IN	47704

Section 3. Qualifications of Directors (if any):

Directors need not be shareholders.

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 198507-375
Filing Date: 07/12/1985
Effective Date: 07/12/1985

Corporate Form No. 101—Page Four
Prescribed by Edwin J. Simcox, Secretary of State
(Oct. 1981)

ARTICLE VIII
Incorporator(s)

The name(s) and post office address(es) of the incorporator(s) of the Corporation is (are):

<u>Name</u>	<u>Number and Street or Building</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Stephan E. Weitzel,	1507 Old National Bank Bldg.,	Evansville,	IN	47708

ARTICLE IX
Provisions for Regulation of Business
and Conduct of Affairs of Corporation

("Powers" of the Corporation, its directors or shareholders)
(Attach additional pages, if necessary):

See Attached

THIS DOCUMENT MUST BE SIGNED BY ALL INCORPORATORS.

I (We) hereby verify subject to penalties of perjury that the facts contained herein are true. (Notarization not necessary)

	Stephan E. Weitzel
(Written Signature)	(Printed Signature)
_____	_____
(Written Signature)	(Printed Signature)
_____	_____
(Written Signature)	(Printed Signature)

This instrument was prepared by Stephan E. Weitzel, Attorney at
(Name)

Law, 1507 Old National Bank Bldg. Evansville, Indiana 47708
(Number and Street or Building) (City) (State) (Zipcode)

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State
Packet: 198507-375
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ARTICLE II
PURPOSES

To manufacture, compound, mold, produce, purchase, sell, own, use, develop, pledge, experiment with, license and generally deal in and with materials commonly known as plastics and all other similar materials, products and by-products, and all articles composed in whole or in part of plastic materials and the machinery, equipment, supplies, molds and appliances used or useful in the manufacture, processing, production, packaging and marketing of any of the foregoing.

In addition, the corporation shall have the following general powers and purposes, which are in furtherance of and not in limitation of the powers conferred by law:

Article 2.01. To continue as a corporation, under its corporate name, perpetually.

Article 2.02. To sue and be sued in its corporate name.

Article 2.03. To have a corporate seal and to alter the same at pleasure, and to use such seal generally, but the use of such seal shall be necessary only as required by law.

Article 2.04. To acquire, own, hold, use, lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and personal, tangible or intangible.

Article 2.05. To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations, by mortgage or pledge of all or any part of its property, franchises and income.

Article 2.06. To conduct business in this State and elsewhere; to have one or more offices out of this state, and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real and personal, tangible and intangible, out of this state.

Article 2.07. To acquire, by purchase, exchange or otherwise, all or any part of, or any interest in, the properties, assets, business and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations,

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ARTICLE II (CONTINUED)

and to conduct the whole or any part of any business thus acquired.

Article 2.08. To appoint such officers and agents as the business of the corporation may require, and to define their duties and fix their compensation.

Article 2.09. To indemnify 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 expenses reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made or threatened to be made a party by reason of being or having been in any such capacity, or arising out of his status as such, except in relation to matters as to which he is adjudged in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in the performance of duty to the corporation, provided, however, that such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any provision of the articles of incorporation, by-laws, resolution, or other authorization heretofore or hereafter adopted, after notice, by a majority vote of all the voting shares then issued and outstanding.

Article 2.10. 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 section.

Article 2.11. To pay pensions and establish pension plans, pension trusts, profit-sharing and retirement plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers or employees.

Article 2.12. To make by-laws for the government and regulation of its affairs.

Article 2.13. To cease doing business and to dissolve and surrender its corporate franchise.

Article 2.14. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.

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ARTICLE II (CONTINUED)

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Article 2.15. To do all acts and things necessary, convenient, incidental or expedient to carry out the purposes for which it is formed.

Article 2.16. To carry on, engage in and/or conduct business or businesses, to do any act or acts which a natural person or persons might do and which are necessary, convenient, or expedient to accomplish the purposes for which this corporation is formed and such as are not repugnant to law or to these articles; but this corporation shall not be deemed to possess the power of carrying on business of receiving deposits of money, bullion or foreign coins, or of issuing bills, notes or other evidences of debt for circulation as money, and this corporation shall not engage in the business of rural loan and savings associations, credit unions, nor conduct a banking, railroad, insurance, surety, trust, safe deposit, mortgage, guaranty, or building and loan business.

Article 2.17. To pay for any property, real or personal, this corporation may acquire or purchase with shares of capital stock, bonds, or other obligations or securities of this corporation, or to issue its shares of stock in exchange therefor.

Article 2.18. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by laws of such state, territory, district or possession of the United States or by such foreign country.

Article 2.19. The foregoing paragraphs shall be construed as powers as well as purposes, and the matters expressed in each paragraph shall, except as otherwise expressly provided, be in no wise limited, by reference to or inference from the terms of any other clause, but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. The corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by an Act of the General Assembly of the State of Indiana, entitled "The Indiana General Corporation Act", approved March 18, 1929, to corporations organized thereunder and all the powers conferred by all acts heretofore or hereafter amendatory of or supplemental to said Act of the said laws; and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the said Act of the said laws now or hereafter in force.

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ARTICLE V
AUTHORIZED SHARES

Section 2. Terms of Shares.

Section 2.1. Shares of capital stock of this corporation may be issued by the corporation for such an amount of consideration as may be fixed from time to time by the Board of Directors and may be paid, in whole or in part, in money, in other property, tangible or intangible, or in labor actually performed for, or services rendered to the corporation.

Section 2.2. When payment of the consideration for which the share was authorized to be issued shall have been received by this corporation, such shall be taken to be fully paid and not liable to any further payments.

Section 2.3. Such dividends may be determined by the Board of Directors (after giving due consideration to the needs of the corporation for adequate reserves and working capital) may be declared and paid upon the capital stock from time to time out of the surplus earnings or net profits of the corporation.

Section 2.4. The holders of shares of the corporation shall have pre-emptive rights.

Section 2.5. Each share shall be entitled to one (1) vote.

Section 2.6. Any action required by law to be taken at a meeting of the shareholders of the corporation, or any action which may be taken at the meeting of shareholders, may be taken without a meeting, if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the shareholders.

Such consent shall have the same effect as unanimous vote of the shareholders, and may be so stated in any articles or documents filed with the Secretary of State.

Section 2.7. No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors evidenced by a resolution duly passed at a regular meeting of the Board of Directors, or at a special meeting called for that purpose.

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ARTICLE IX
PROVISIONS FOR REGULATION OF BUSINESS
AND CONDUCT OF AFFAIRS OF CORPORATION

Article 9.01. Meetings of the shareholders of the corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

Article 9.02. Meetings of the directors of the corporation shall be held at such place, within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

Article 9.03. The board of directors of the corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Code of By-laws of the corporation, but the affirmative vote of a majority of the then-members of the board of directors shall be necessary to make such Code or to effect any alteration, amendment or repeal thereof.

Article 9.04. Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation or association of which one or more of its directors are stockholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meetings of the board of directors which acts upon, or in reference to, such contracts or transactions and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but are not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common statutory law applicable thereto.

Article 9.05. In addition to the powers and authorities hereinabove or by statute expressly conferred, the board of directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existing under the provisions of the Act.

Article 9.06. The corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of

ARTICLE IX (CONTINUED)

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Incorporation in the manner now or hereafter prescribed by the provisions of the Act, or any pertinent enactment of the General Assembly of the State of Indiana; and all rights and powers conferred hereby on shareholders, directors and officers of the corporation are subject to such reserved right.

Article 9.07 Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof, may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the board of directors, or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the board of directors of such committee.

Article 9.08. The corporation may indemnify each person who is or was a director, officer, or employee of the corporation, or of any other corporation which he is serving or served in any capacity at the request of the corporation, against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, brought by or in the right of the corporation or such other corporation, or otherwise, civilly, criminal, administrative, investigative, or in connection with an appeal relating thereto), in which he may become involved as a party or otherwise, by reason of his being or having been a director, officer or employee of the corporation or of such other corporation, or by reason of any past or future action taken or not taken in his capacity as such director, officer or employee, whether or not he continues to be such at the time such liability or expense is incurred, provided, that such person acted in good faith, in which he reasonably believed to be the best interests of the corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceedings, had no reasonable cause to believe that his conduct was unlawful. As used in this ARTICLE IX, the terms "liability" and "expense" shall include, but shall not be limited to, attorney's fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a director, officer or employee. The termination of any claims, actions, suits, or proceedings, civil or criminal by judgment, settlement (with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article 9.08.

Any such director, officer or employee who has been wholly successful on the merits or otherwise, with respect to any claim, suit or proceeding of the character described herein shall be entitled to indemnification hereunder and such indemnification shall be made at the discretion of the corporation, but only if (1) the board of directors, acting by a quorum consisting of directors who are not parties to or who have been wholly successful with respect to such claim, action, suit or proceeding, shall

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ARTICLE IX (CONTINUED)

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find that the director, officer or employee has met the standards of conduct set forth in the first sentence of this Article 9.08, or (2) independent legal counsel (who may be the regular counsel of corporation) shall deliver to it their written opinion that such director, officer or employee has met such standards.

If several claims, issues or matters of action are involved, any such person may be entitled to indemnification as to some matters even though he is not so entitled to others.

The corporation may advance expenses to, or where appropriate, may at its expense undertake the defense of, any such director, officer or employee upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that he is not entitled to indemnification under this Article 9.08.

The provisions of this Article 9.08 shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

The rights of indemnification provided hereunder shall be in addition to any rights of which any person concerned may otherwise be entitled by contract, or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Form SSC-32
State Form 37020

AUG 14 1985
MICROFILMED

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

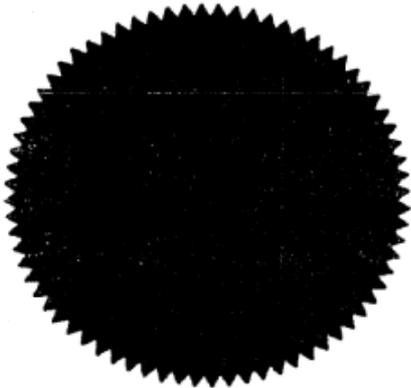
8507-375
7-12-85

PAKON CORPORATION

I, EDWIN J. SIMCOX, Secretary of State of Indiana, hereby certify that Articles of Amendment for the above Corporation have been filed in the form prescribed by my office, prepared and signed in duplicate in accordance with Chapter Four of the Indiana General Corporation Act (IC 23-1-4). The name of the corporation is amended as follows:

PAKON, INC.

NOW, THEREFORE, upon due examination, I find that the Articles of Amendment conform to law, and have endorsed my approval upon the duplicate copies of such Articles; that all fees have been paid as required by law; that one copy of such Articles has been filed in my office; and that the remaining copy of such Articles bearing the endorsement of my approval and filing has been returned by me to the Corporation.



In Witness Whereof, I have hereunto set my hand and affixed
the seal of the State of Indiana, at the City of Indianapolis,
this _____ 5th _____ day of

August, 19 85

EDWIN J. SIMCOX, Secretary of State

By _____ Deputy

Indiana Secretary of State
Packet: 198507-375
Filing Date: 08/05/1985
Effective Date: 08/05/1985

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NOTE: This form may now also be used for amending pursuant to the Medical Professional Corporation Act, the Dental Professional Corporation Act, and the Professional Corporation Act of 1965, as well as the General Corporation Act. If the corporation was formed pursuant to the authority of one of these statutes other than the General Corporation Act, so indicate in the preamble below by striking the references to the three inappropriate statutes. Professional Accounting Corporations are considered to be formed pursuant to the authority of the Indiana General Corporation Act, but subject to the provisions of IC 23-1-18.5, and appropriate statutory reference should be made in the preamble or Article I below.

NOVEL
AND
FILED
JUG 05 1985

State Form 38333
Corporate Form No. 102 (Oct. 1979) — Page One
ARTICLES OF AMENDMENT (Amending Individual Articles Only)

Prescribed by Edwin J. Simcox, Secretary of State of Indiana.

Use Size 8 1/2 x 11 White Paper for Inserts

Filing Requirements—Present 2 originally signed and executed copies to Secretary of State, Room 133 State House, Indianapolis 46204

Recording Requirements—Recording of Articles of Amendment in the Office of the County Recorder is generally no longer required by the Indiana General Corporation Act. However, if the name of the corporation is changed by this amendment, a certified copy of the Certificate of Amendment must be filed with the Recorder of every county in which the corporation owns real estate.

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PAKON CORPORATION**

The undersigned officers of

PAKON CORPORATION

(hereinafter referred to as the "Corporation") existing pursuant to the provisions of the Indiana General Corporation Act (Medical Professional Corporation Act/Dental Professional Corporation Act/Professional Corporation Act of 1965), as amended (hereinafter referred to as the "Act"), desiring to give notice of corporate action effectuating amendment of certain provisions of its Articles of Incorporation, certify the following facts:

**ARTICLE I
Text of the Amendment**

The exact text of Article (X) I
of the Articles of Incorporation of the Corporation, as amended (hereinafter referred to as the "Amendments"), now is as follows:

ARTICLE I

Name:

The name of the corporation is: Pakon, Inc.

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Effective Date: 08/05/1985

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Corporate Form No. 102 (Oct. 1979) — Page Two

ARTICLE II Manner of Adoption and Vote

Section 1. Action by Directors (select appropriate paragraph).

(a) The Board of Directors of the Corporation, at a meeting thereof, duly called, constituted and held on July 23, 1985, at which a quorum of such Board of Directors was present, duly adopted a resolution proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments that the provisions and terms of Article(s) I of its Articles of Incorporation be amended so as to read as set forth in the Amendments; and called a meeting of such shareholders, to be held July 23, 1985, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.

~~(b) By written consent executed on _____, 19____, signed by all of the members of the Board of Directors of the Corporation, a resolution was adopted proposing to the Shareholders of the Corporation entitled to vote in respect of the Amendments, that the provisions and terms of Articles of its Articles of Incorporation be amended so as to read as set forth in the Amendments, and a meeting of such shareholders was called to be held _____, 19____, to adopt or reject the Amendments, unless the same were so approved prior to such date by unanimous written consent.~~

Section 2. Action by Shareholders (select appropriate paragraph).

~~(a) The Shareholders of the Corporation entitled to vote in respect of the Amendments, at a meeting thereof, duly called, constituted and held on _____, 19____, at which a quorum of such shareholders was present, adopted the Amendments.~~

~~The holders of the following classes of shares were entitled to vote as a class in respect of the Amendments:~~

- ~~(1)~~
- ~~(2)~~
- ~~(3)~~

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Corporate Form No. 102 (Oct. 1979) — Page Three

~~The number of shares entitled to vote in respect of the Amendments, the number of shares voted in favor of the adoption of the Amendments, and the number of shares voted against such adoption are as follows:~~

	Total	Shares Entitled to Vote as a Class (as listed immediately above)		
		(1)	(2)	(3)
Shares entitled to vote:	_____	_____	_____	_____
Shares voted in favor:	_____	_____	_____	_____
Shares voted against:	_____	_____	_____	_____

(b) By written consent executed on July 23, 1985, signed by the holders of 100 shares of the Corporation, being all of the shares of the Corporation entitled to vote in respect of the Amendments, the Shareholders adopted the Amendments.

Section 3. Compliance with Legal Requirements.

The manner of the adoption of the Amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

ARTICLE III
Statement of Changes Made With Respect to Any Increase
In The Number of Shares Heretofore Authorized

Aggregate Number of Shares Previously Authorized 1000
Increase (indicate "0" or "N/A" if no increase) -0-
Aggregate Number of Shares To Be Authorized After Effect of This Amendment 1000

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Corporate Form No. 102 (Oct. 1979) — Page Four

IN WITNESS WHEREOF, the undersigned officers execute these Articles of Amendment of the Articles of Incorporation of the Corporation, and certify to the truth of the facts herein stated, this 24th day of July, 1985.

Robert E. McCarthy
(Written Signature)
Robert E. McCarthy, Chairman
(Printed Signature)

Stephan E. Weitzel
(Written Signature)
Stephan E. Weitzel, Secretary
(Printed Signature)

President or Vice President

Secretary or Assistant Secretary

STATE OF INDIANA
COUNTY OF Vanderburgh } SS:

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Indiana, certify that Robert E. McCarthy, the Chairman ~~President~~, and Stephan E. Weitzel, the XXXXXXXXXXXXXXXXXXXX Secretary of the Corporation, the officers executing the foregoing Articles of Amendment of the Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore or attested to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 24th day of July, 1985.

Diana M. Taylor
(Written Signature)
Diana M. Taylor
(Printed Signature)
NOTARY PUBLIC

My Commission Expires:
2/26/88

My County of Residence is:
Vanderburgh

This instrument was prepared by Stephan E. Weitzel, Attorney at Law,
(Name)
1507 Old National Bank Bldg., Evansville, Indiana 47708
(Number and Street or Building) (City) (State) (Zip Code)

Indiana Secretary of State
Packet: 198507-375
Filing Date: 08/05/1985
Effective Date: 08/05/1985

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/16/1994
344152995 - 2133251

RESTATED
CERTIFICATE OF INCORPORATION
OF
QUALEX INC.

The undersigned, QUALEX INC. (the "Company"), a corporation originally incorporated under the name of Ektra Photofinishing Corporation on July 28, 1987, and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), does hereby restate, integrate and further amend its Certificate of Incorporation, which restatement has been adopted in accordance with Sections 242 and 245 and 228 of the GCL, and certifies as follows:

FIRST: The name of the company is QUALEX INC.

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

THIRD: The nature of the business or purpose to be conducted or promoted by the Company is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Company shall have authority to issue is one thousand shares of Common Stock (1,000) and the par value of each of such shares is \$.01.

FIFTH: The Company is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Company is expressly authorized to make, alter or repeal the By-Laws of the Company.

SEVENTH: Elections of directors need not be by written ballot unless the By-Laws shall so provide. The number of directors of the Company shall be fixed from time to time pursuant to the By-Laws.

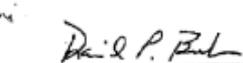
EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. Any action required or permitted to be taken by the holders of Common Stock of the Company, including but not limited to the election of directors, may, be taken by written consent or consents but only if such consent or consents are signed by all holders of Common Stock. The books of the Company may be kept (subject to any provision contained in applicable statutes) 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 By-Laws.

NINTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TENTH: The Company 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 all rights conferred upon stockholders herein are granted subject to this reservation.

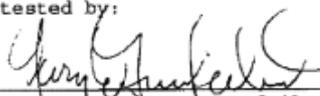
ELEVENTH: A director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this Article ELEVENTH shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, I have signed this Restated Certificate of Incorporation this 12th day of August, 1994.



Name: David P. Biehn
Title: Chairman

Attested by:



Name: Gary P. Van Graafeiland
Title: Assistant Secretary

EXHIBIT B**Single-Member LLC Operating Agreement**

**Creo Manufacturing America LLC
A Wyoming Limited Liability Company**

**Article One
Creation of the Limited Liability Company**

Section 1.1. The Limited Liability Company

This Operating Agreement which is dated January 13, 2004 establishes the conditions for operation of a Single-Member Limited Liability Company under the laws of the State of Wyoming. The Limited Liability Company (LLC) shall be effective upon the filing of Articles of Organization as required by Wyoming. Creo Americas, Inc., 3 Federal Street, Billerica, MA 01821 is the Initial Single-Member of this LLC and subject to the provisions of the Act, shall operate the LLC under the terms and conditions of this Agreement.

Section 1.2. The Name of the Limited Liability Company

The name of the LLC is **Creo Manufacturing America LLC**. The Member may change the name of the LLC or operate the LLC under different names.

Section 1.3. Purposes of the LLC

In order to accomplish its purposes, the LLC may conduct any lawful business and investment activity permitted under the laws of the State of Wyoming and in any other jurisdiction in which it may have a business or investment interest.

The LLC may own, acquire, manage, develop, operate, sell, exchange, finance, refinance, and otherwise deal in any manner with real estate, personal property, and any other type of business as the Member may from time to time deem to be in the best interest of the LLC.

The LLC may engage in any other activities which are related or incidental to the foregoing purposes.

Section 1.4. Principal Office of the LLC and Location of Records

The street address of the principal office in the United States where the records of the LLC are to be maintained is:

1720 Carey Avenue, Suite 200, Cheyenne, WY 82001

or such other place or places as the Member determines. The records maintained by the LLC are to include all records which the LLC is required by law to maintain. The LLC shall likewise maintain a records office in any jurisdiction which requires a records office, and the LLC shall maintain at each such records office all records which the jurisdiction of its location shall require.

Section 1.5. Registered Agent and Registered Office

The name of the Registered Agent of the LLC is Hirst & Applegate, P.C. and the registered office of the LLC is:

1720 Carey Avenue, Suite 200, Cheyenne, WY 82001

Section 1.6. The Term of the LLC

The term of the LLC shall begin on the date the Articles of Organization is filed with the Secretary of State of Wyoming and shall have a perpetual duration, unless terminated as provided in this Agreement.

Section 1.7. Tax Matters

The Managers shall have all authority with regard to tax matters pursuant to the Code.

Article Two

Definitions

For purposes of this agreement, unless the language or context clearly indicates that a different meaning is intended, the following words, terms and phrases defined in this section have the following meanings:

- (a) Act means the Wyoming Limited Liability Company Act, as amended from time to time.
 - (b) Additional Member means a Member admitted to the LLC after the execution of the Agreement who is not a Substitute Member.
 - (c) Agreement means this Operating Agreement as it may be amended from time to time.
 - (d) Articles of Organization means the Articles of Organization filed with the Secretary of State of Wyoming as required by the Act as amended from time to time, or such other similar instrument as may be required to be filed by the laws of any other state in which the LLC intends to conduct business.
 - (e) Assignee means a transferee of an LLC Interest who has not been admitted as a Substitute Member in accordance with the provisions of Article Nine of this Agreement.
 - (f) Bankrupt as used in this Agreement shall mean the filing of a petition in voluntary bankruptcy or an assignment for the benefit of creditors or other action taken voluntarily or involuntarily, by a Member under any Federal, State or Provincial law for the benefit of an insolvent party, except the filing of a petition of involuntary bankruptcy against a Member unless the petition is not dismissed within forty-five (45) days following such filing, or the issuance of a charging order against the interest of a Member without the removal thereof within ten (10) days from the service of such order.
 - (g) Capital Contribution means anything of value that a person contributes to the LLC as a prerequisite for, or in connection with, membership, including cash, property, services rendered, or a promissory note or other binding obligation to contribute cash or property or to perform services; the Initial Capital Contribution is shown in Exhibit "A" of this Agreement, which is attached to this Agreement and incorporated in it. Additional Capital Contributions may be made at any time.
 - (h) Code means the Internal Revenue Code of 1986, as amended, and any successor to that Code.
 - (i) Disability of a Member means that the Member has been declared or adjudicated incompetent, incapacitated, or otherwise legally unable to effectively manage his or her property or financial affairs by a court of competent jurisdiction; or that the Member's incapacity has been certified in writing by at least two licensed physicians after examination of the Member; or that the Member has disappeared or is absent for unexplained reasons, or is being detained under duress where the Member is unable to effectively manage his or her property or financial affairs.
 - (j) Initial Member means Creo Americas, Inc., 3 Federal Street, Billerica, MA 01821.
 - (k) LLC means Creo Manufacturing America LLC, a Wyoming Limited Liability Company.
-

(l) LLC Interest shall mean the ownership interest and rights of a Member in the LLC, including, without limitation, the Member's right to a distributive share of the profits and losses, distributions and the property of the LLC, and the right to consent or approve LLC actions. All LLC Interests are subject to the restrictions on transfer imposed by this Agreement. Each Member's interest is personal property and, as such, no Member shall have any interest in any of the assets of the LLC.

(m) Member means a person with an ownership interest in this LLC, with the rights and obligations specified under the Act and the Agreement.

(n) Person means an individual, a general partnership, a limited partnership, a limited liability company, a corporation, a trust, a business trust, a real estate investment trust, an estate, or other associations.

(o) Personal Representative shall include an executor, administrator, guardian, custodian, conservator, trustee, or any other form of fiduciary.

(p) Property means all LLC property and rights as described in Exhibit "A" and any property real or personal, tangible or intangible otherwise acquired by the LLC.

(q) Substitute Member means any person not previously a Member who acquires, by purchase or otherwise, a LLC Interest and is admitted as a Substitute Member in accordance with the terms of Article Nine of this agreement.

Article Three LLC Interests

Section 3.1. Valuation of LLC Interests in the LLC

For all purposes, the value of the LLC as an entity and of LLC Interests shall be their respective fair market value.

Section 3.2. LLC to Elect Sole Proprietorship Tax Status

The federal income tax basis of the Member's LLC Interest and all other matters relating to the distributive share and taxation of items of income, gain, loss, deduction, and credit will be as prescribed by the provisions of the Code governing sole proprietorships. For income tax purposes, Sole Proprietorship status shall be elected in the manner required by the Treasury Regulations.

Article Four Capital Contributions

Section 4.1. Initial Capital Contribution

Creo Americas, Inc. shall contribute as its initial capital contribution to the LLC \$1.00 as described in Exhibit A attached hereto.

Section 4.2. Additional Capital Contributions

Creo Americas, Inc. may make Additional Capital Contributions to the LLC at any time and in any form.

Section 4.3. Record of Capital Contributions

The fair market value of any property other than cash or publicly traded securities to be contributed as an Additional Capital Contribution shall be established at the time of contribution and kept in the records of the LLC. Each Member's distributive share of profits, and the amount of any LLC liabilities that are assumed by the Member, shall also be kept in the records of the LLC.

Section 4.4. Record of Distributions

A record shall be maintained of the amount of cash and the fair market value of any property distributed to a Member pursuant to any provision of this Agreement, a Member's share of losses, and the amount of any liabilities of a Member that are secured by any property contributed by a Member to the LLC.

Section 4.5. Record of Transfers of Membership Interest

Except as otherwise required by law, if any LLC Interest is transferred in accordance with the terms of this Agreement, the transferee shall be credited with the portion of Capital Contribution of the transferor to the extent that it relates to the transferred LLC Interest.

Section 4.6. Interest on and Return of Capital

No Member shall be entitled to any interest on any Capital Contribution. No Member shall have the right to demand or to receive the return of all or any portion of the Member's Capital Contribution.

**Article Five
Distributions**

Section 5.1. Distributions from the LLC

It is the primary intent of the LLC to retain LLC funds in amounts determined in the sole discretion of the Initial Member to meet the reasonable needs of the business or investments of the LLC and other needs as provided in this Agreement. No Member shall have the right to demand distributions of any LLC funds or assets. Distributions of funds or other LLC assets, when made, shall be made according to the provisions of this Article.

Section 5.2. Distributions of Cash

Distributions of cash may be made to the Members. Such distributions shall only be made from the cash reserves which exceed the reasonable working reserves of the LLC, as determined in the sole discretion of the Initial Member.

Section 5.3. Distributions in Kind

The Initial Member, in its sole and absolute discretion, may make distributions in kind of LLC property to the Members.

**Article Six
Management of the LLC**

Section 6.1. Management Vested in Managers

Management of the LLC shall be vested in four Managers who shall be appointed by the Initial Member. The Initial Managers shall be Paul Kacir, Arnon Dror, Yochai Manor and Marcia Moore who shall serve

until such time as they are replaced with or without cause by the Initial Member. All powers of the LLC shall be exercised by or under the authority of, and the business and affairs of the LLC shall be managed under the direction of, the Managers, unless otherwise provided in this Agreement.

Except as otherwise expressly provided for herein, the Managers shall have all necessary powers to carry out the purposes, business and objectives of the LLC, including, but not limited to, the right to enter into and carry out contracts of all kinds; to employ employees, agents, consultants and advisors on behalf of the LLC; and defend actions in law or equity. The Managers may deal with any related person, firm or corporation on terms and conditions that would be available from an independent responsible third party that is willing to perform.

Section 6.2. Authorization to Execute Certain Instruments

With respect to all of its obligations, powers and responsibilities under this Agreement, the Managers are authorized to execute and deliver, for and on behalf of the LLC, such notes and other evidence of indebtedness, contracts, agreements, assignments, deeds, leases, loan agreements, mortgages, and other security instruments and agreements in such form, and on such terms and conditions, as the Managers in the Managers' sole discretion deem proper.

Section 6.3. Affidavit of Authority

Any third party dealing with the LLC may rely upon the affidavit of any Manager, as to the Manager's authority to act for the LLC, in substantially the form as follows:

On my oath and under the penalties of perjury, I swear that I am a Manager of **Creo Manufacturing America LLC**, a Wyoming Limited Liability Company. I certify that I have the authority to act for, and bind, **Creo Manufacturing America LLC** in the transaction of the business for which this affidavit is given as affirmation of my authority.

Manager

Subscribed, sworn to and acknowledged before me, a Notary Public, by _____, this ___ day of ____, 20___. My commission expires: _____

Notary Public

Section 6.4. Powers of the Managers

The LLC, by and through the Managers, may acquire, hold, rent, lease, sell, convey, exchange, convert, improve, repair, manage, control, invest, and reinvest the funds of the LLC in every kind of real and personal property, both tangible and intangible, including property acquired "subject to" or "in assumption of" an existing indebtedness and property acquired in whole or in part for promissory obligations of the LLC.

The LLC may make any payment, receive any money, take any action, and make, execute, deliver and receive any contract, deed, instrument or document which may be necessary or advisable to exercise any of the powers conferred under this Agreement, and which are necessary or prudent for the proper administration and conservation of the investments of the LLC.

Article Seven
Books, Records, and Bank Accounts

Section 7.1. Books and Records

Books of account shall be kept with respect to the operation of the LLC. Such books shall be maintained at the principal office of the LLC, or at such other place as the Members shall determine. The following records of the LLC shall be kept at its principal office:

- (a) a copy of the Articles of Organization and all certificates of amendment thereto, together with executed copies of any powers of attorney pursuant to which any certificate has been executed;
- (b) copies of this Agreement, as amended, and of any financial statements of the LLC for the three most recent years; and
- (c) any other documents required by law.

Section 7.2. Accounting Basis and Fiscal Year

The books of account of the LLC shall be kept on a method authorized or required by the Code and as determined by the Initial Member, and shall be closed and balanced at the end of each LLC year.

Section 7.3. Bank Accounts and LLC Funds

All cash receipts shall be deposited in the LLC's bank or other depository accounts maintained by the LLC.

Section 7.4. Accounts are Property of the LLC

All accounts used by, or on behalf of, the LLC shall be and remain the property of the LLC, and shall be received, held and disbursed by the Managers for the purposes specified in this Agreement.

Section 7.5. No Commingling of Funds

LLC funds shall not be commingled with other funds.

Article Eight
Admission of Additional Member(s)

Section 8.1. Admission by Consent of Initial Member

No Person shall be admitted to the LLC as an Additional Member without the consent of the Initial Member.

Section 8.2. Capital Contributions and Fair Market Value

The Initial Member shall determine the initial capital contribution to be made by an Additional Member and the fair market value of such contribution. The fair market value of any property, other than cash or publicly-traded securities, to be contributed by an Additional Member as its initial capital contribution shall be agreed upon by the Additional Member and the Initial Member, or, alternatively, shall be determined by a disinterested appraiser mutually agreed upon by the Initial Member and the Additional Member, in the Initial Member's sole and absolute discretion.

Section 8.3. Limitations

Notwithstanding the provisions of Section 8.1 above, no Additional Member shall be admitted until such prospective Member completes the following actions:

- (a) provides satisfactory evidence to the Initial Member that such an admission will not violate any applicable securities laws, or cause a termination of the LLC under applicable provisions of the Code;
- (b) pays all reasonable expenses connected with such admission; and
- (c) agrees to be bound by all of the terms and provisions of an Operating Agreement, approved by the Initial Member by executing the Operating Agreement.

Section 8.4. Admissions in Violation of this Article

Any admission of an Additional Member in violation of this Article shall be null and void and of no force and effect whatsoever.

Article Nine Transfer of LLC Interests by a Member

Section 9.1. Restrictions on Transfer

Except as provided in this Article, a Member is prohibited from selling, transferring, encumbering or otherwise disposing of any LLC Interest without the written consent of the Initial Member.

A transfer of an LLC Interest or the admission of a substitute Member in violation of the provisions of this Article shall be completely null and void.

Section 9.2. Consequences of Transfer

Upon the transfer by a Member of all or any portion of its LLC Interest, the transferred interest shall be converted into the interest of an Assignee unless all remaining Members consent in writing to such Assignee becoming a Substitute Member. The transferee of the LLC Interest shall be an assignee until the assignee satisfies the requirements of Sections 9.3 to become a Substitute Member.

Section 9.3. Transferee Becoming Substitute Member

If all remaining Members consent, a transferee shall become a Substitute Member only after the transferor Member and its transferee, execute, acknowledge, and deliver to the LLC such instruments of transfer and assignment as are in form and substance satisfactory to the Manager.

The transferee shall pay all reasonable expenses connected with such substitution, and agrees to be bound by the terms and provisions of an Operating Agreement approved by the Initial Member.

Section 9.4. Effect Upon a LLC Interest Acquired Without Consent

If any person, organization or agency should acquire the LLC Interest of a Member as a result of:

- (a) an order of a court of competent jurisdiction which the LLC is required by law to recognize; or
 - (b) being subject to a lawful charging order by a court of competent jurisdiction; or
 - (c) a levy or other transfer of an LLC Interest, with voting rights, which the LLC has not approved but which the LLC is required by law to recognize;
-

then, in such event, the converted interest shall be that of an Assignee until the Member satisfies the requirements of Sections 9.3 to become a Substitute Member.

Article Ten
Dissolution and Termination

Section 10.1. Events of Dissolution

The LLC shall be dissolved upon the occurrence of any event described in this Section.

The LLC shall be dissolved on a date designated by the Initial Member with the unanimous written consent of the Members or upon any event causing a dissolution under the Act.

Section 10.2. Continuation of LLC

Upon dissolution, the LLC shall thereafter conduct only activities necessary to wind up its affairs, unless within 90 days after the date of the event causing dissolution, a majority of the remaining Members, if any, elect in writing to continue the LLC.

Section 10.3. Effective Date of Dissolution

Absent the election to continue the LLC as provided in Section 10.2, dissolution of the LLC shall be effective on the date on which the event occurs giving rise to the dissolution, but the LLC shall not be wound up until the LLC's Articles of Organization is canceled and the assets of the LLC have been distributed as provided in this Agreement.

Section 10.4. Operation of the LLC After Dissolution

During the period in which the LLC is winding up, the business of the LLC and the affairs of the Members shall continue to be governed by this Agreement.

Section 10.5. Liquidation of the LLC Property

Upon dissolution of the LLC, the Members or, in the absence of a Member, a liquidator, shall liquidate the LLC Property, apply and distribute the proceeds derived from the liquidation of the Property as contemplated by this Agreement, and cause the cancellation of the LLC's Articles of Organization.

Section 10.6. Payment of LLC Creditors and Provision for Reserves

The proceeds derived from the liquidation of LLC Property shall first be applied toward, or paid to, any creditor of the LLC who is not a Member, or successor in interest of the Member. The order of priority of payment to any creditor shall be as required by applicable state law. After payment of liabilities owing to creditors, excluding the Members, the Members or liquidator shall set up such reserves as they deem reasonably necessary for any contingent or unforeseen liabilities or obligations of the LLC.

Section 10.7. Distribution of Property After the Payment of Liabilities and Establishment of Reserves

After paying such liabilities, the Members or liquidator shall cause the remaining net assets of the LLC to be paid to creditors, if any, and then distributed in the same manner as provided in this Agreement relating to distributions to the Members.

Section 10.8. Non-cash Assets

In the event that any part of the net assets distributable to the Members consists of notes or accounts receivable or other non-cash assets, the Members or liquidator may take whatever steps deemed appropriate to convert such assets into cash or any other form to facilitate distribution. If any assets of the LLC are to be distributed in kind, such assets shall be distributed on the basis of their fair market value at the date of distribution.

**Article Eleven
General Matters**

Section 11.1. Successors and Assigns

Subject to the restrictions on transfers provided in this Agreement, this Agreement, and each and every provision of it, shall be binding upon and shall inure to the benefit of the Initial Member or its respective successors, successors-in-title and assigns.

Section 11.2. Amendment

This Agreement and/or the Articles of Organization may be amended as necessary or appropriate to qualify or continue the qualification of the LLC as an LLC in which the Members have limited liability under the laws of any jurisdiction or to ensure that the LLC will not be treated as an association taxable as a corporation for federal income tax purposes and any other change that does not adversely affect the Members in any material respect or that is required or contemplated by this Agreement.

Section 11.3. Construction

Unless the context requires otherwise, words denoting the singular may be construed as denoting the plural, and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within such context.

Section 11.4. Headings of Articles, Sections, and Paragraphs

The headings of Articles, Sections, and Paragraphs used within this Agreement are included solely for the convenience and reference of the reader. They shall have no significance in the interpretation or construction of this Agreement.

Section 11.5. Applicable State Law

The validity of this Agreement shall be determined by reference to the laws of the State of Wyoming.

Section 11.6. Severability

If any provision of this Agreement is declared by a court of competent jurisdiction to be invalid for any reason, such invalidity shall not affect the remaining provisions of this Agreement. The remaining provisions shall be fully severable, and this Agreement shall be construed and enforced as if the invalid provision had never been included.

Section 11.7. Acceptance

Creo Americas, Inc. hereby acknowledges and confirms that it has caused this Operating Agreement to be drafted, accepts all its provisions, and agrees to be bound by all the terms, conditions and restrictions of this Agreement.

IN WITNESS WHEREOF, this Agreement has been executed as of the day and year first above written.

CREO AMERICAS, INC., Initial Member

BY: _____

ITS: _____

Exhibit "A"

Creo Americas, Inc. hereby contributes \$1.00 to the LLC.

CREO AMERICAS, INC., Initial Member

BY: _____

ITS: _____

This Exhibit or a copy of it must be prepared and signed by the Initial Member when an initial contribution is made to the LLC. It should be updated to reflect transfers of LLC Interests in order to keep LLC Interests up to date for voting and distribution purposes. Each revised Exhibit must be attached to this Agreement and available for inspection by each Member.

EXHIBIT BEXHIBIT A

BY-LAWS

OF

EASTMAN GELATINE CORPORATION

ARTICLE I

Stockholders

Section 1. Annual Meeting. The annual meeting of the stockholders shall be held on the first Tuesday after the first Monday in February in each year, or if that day is a legal holiday in the place where the meeting is to be held, then on the next succeeding full business day, for the purposes of electing directors and for such other purposes as may be determined as hereinafter provided. The hour and place of such meeting and the purposes for which such meeting is to be held in addition to that specified above shall be determined in each year by the board of directors or, in the absence of action by the board, by the president. If in any year the annual meeting is not held on said date, a special meeting in lieu thereof may be held at a later time and any elections held or business transacted at such meeting shall have the same force and effect as if held or transacted at the annual meeting.

Section 2. Special Meetings. Special meetings of the stockholders may be called at any time by the president or by the board of directors and shall be called by the clerk, or in case of the death, absence, incapacity or refusal of the clerk, by any other officer, upon written application of one or more stockholders who hold at least one tenth part in interest of the capital stock entitled to vote thereat. Such application shall specify the purposes for which the meeting is to be called and may designate the date, hour and place of such meeting, provided, however, that no such application shall designate a date not a full business day or an hour not within normal business hours as the date or hour of such meeting without the approval of the president or the board of directors.

Section 3. Place of Meetings. Meetings of the stockholders may be held anywhere within, but not without, the United States.

Section 4. Notice. Except as hereinafter provided, a written or printed notice of every meeting of stockholders stating the place, date, hour and purposes thereof shall be given by the clerk or an assistant clerk (or by any other officer in the case of an annual meeting or by the person or

persons calling the meeting in the case of a special meeting) at least seven (7) days before the meeting to each stockholder entitled to vote thereat and to each stockholder who, by law, by the articles of organization or by these by-laws, is entitled to such notice, by leaving such notice with him or at his residence or usual place of business or by mailing it, postage prepaid, addressed to him at his address as it appears upon the records of the corporation. No notice of the place, date, hour or purposes of any annual or special meeting of stockholders need be given to a stockholder if a written waiver of such notice, executed before or after the meeting by such stockholder or his attorney thereunto authorized, is filed with the records of the meeting.

Section 5. Action at a Meeting. Except as otherwise provided by the articles of organization, at any meeting of the stockholders a majority of all shares of stock then issued, outstanding and entitled to vote shall constitute a quorum for the transaction of any business. Though less than a quorum be present, any meeting may without further notice be adjourned to a subsequent date or until a quorum be had, and at any such adjourned meeting any business may be transacted which might have been transacted at the original meeting.

When a quorum is present at any meeting, the affirmative vote of a majority of the shares of stock present or represented and entitled to vote shall be necessary and sufficient to the determination of any questions brought before the meeting, unless a larger vote is required by law, by the articles of organization or by these by-laws, provided, however, that any election by stockholders shall be determined by a plurality of the votes cast by the stockholders entitled to vote in such election.

Except as otherwise provided by law or by the articles of organization or by these by-laws, each holder of record of shares of stock entitled to vote on any matter shall have one vote for each such share held of record by him and a proportionate vote for any fractional shares so held by him. Stockholders may vote either in person or by proxy. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to the exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving its invalidity shall rest on the challenger.

Any election by stockholders and the determination of any other questions to come before a meeting of the stockholders shall be by ballot if so requested by any stockholder entitled to vote thereon but need not be otherwise.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE II Directors

Section 1. Number and Election. There shall be a board of not less than three directors. The number of directors for the ensuing year shall be determined, and the number of directors so determined shall be elected, at the annual meeting of the stockholders by such stockholders as have the right to vote thereon, but the stockholders may, at any special meeting held for the purpose, increase or decrease the number of directors as thus determined and elect new directors to complete the number so determined or remove directors to reduce the number of directors to the number so determined. The board of directors may, by vote of a majority of the directors then in office, increase the number of directors determined by the stockholders and elect new directors to complete the number so determined. No director need be a stockholder. Notwithstanding the above, if there be only two stockholders the number of directors may be not less than two, and whenever there shall be only one stockholder the number of directors may be not less than one.

Section 2. Term. Except as otherwise provided by law, by the articles of organization or by these by-laws, the directors shall hold office until the next annual meeting of stockholders and until their successors are chosen and qualified.

Section 3. Resignations. Any director may resign by delivering his written resignation to the corporation at its principal office or to the president or clerk or if there be one, to the secretary. Such resignation shall become effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

Section 4. Removal. At any meeting of the stockholders called for the purpose any director may be removed from office with or without cause by the vote of a majority of the shares issued, outstanding and entitled to vote in the election of directors. At any meeting of the board of directors any director may be removed from office for cause by vote of a majority of the directors then in office. A director may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove him.

Section 5. Vacancies. Vacancies in the board of directors may be filled by vote of a majority of the remaining directors or, if not yet so filled, by the stockholders.

Section 6. Regular Meetings. Regular meetings of the board of directors may be held at such times and places within or without the Commonwealth of Massachusetts as the board of directors may fix from time to time and, when so fixed, no notice thereof need be given. The first meeting of the board of directors following the annual meeting of the stockholders shall be held without notice immediately after and at the same place as the annual meeting of the stockholders or the special meeting held in lieu thereof. If in any year a meeting of the board of directors is not held at such time and place, any elections to be held or business to be transacted at such meeting may be held or transacted at any later meeting of the board of directors with the same force and effect as if held or transacted at such meeting.

Section 7. Special Meetings. Special meetings of the board of directors may be called at any time by the president or secretary (or, if there be no secretary, the clerk) or by any director. Such special meetings may be held anywhere within or without the Commonwealth of Massachusetts. A written, printed or telegraphic notice stating the place, date and hour (but not necessarily the purposes) of the meeting shall be given by the secretary or an assistant secretary (or, if there be no secretary or assistant secretary, the clerk or an assistant clerk) or by the officer or director calling the meeting at least forty-eight (48) hours before such meeting to each director by leaving such notice with him or at his residence or usual place of business or by mailing it, postage prepaid, or sending it by prepaid telegram, addressed to him at his last known address. No notice of the place, date or hour of any meeting of the board of directors need be given to any director if a written waiver of such notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

Section 8. Action at a Meeting. At any meeting of the board of directors, a majority of the directors then in office shall constitute a quorum. Though less than a quorum be present, any meeting may without further notice be adjourned to a subsequent date or until a quorum be had. When a quorum is present at any meeting a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law, by the articles of organization or by these by-laws.

Section 9. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 10. Powers. The board of directors shall have and may exercise all the powers of the corporation, except such as by law, by the articles of organization or by these by-laws are conferred upon or reserved to the stockholders. In the event of any vacancy in the board of directors, the remaining directors then in office, except as otherwise provided by law, shall have and may exercise all of the powers of the board of directors until the vacancy is filled.

Section 11. Committees. The board of directors may elect from the board an executive committee or one or more other committees and may delegate to any such committee or committees any or all of the powers of the board except those which by law, by the articles of organization or by these by-laws may not be so delegated. Such committees shall serve at the pleasure of the board of directors. Except as the board of directors may otherwise determine, each such committee may make rules for the conduct of its business, but, unless otherwise determined by the board or in such rules, its business shall be conducted as nearly as may be as is provided in these by-laws for the conduct of the business of the board of directors.

Section 12. Meeting by Telecommunications. Members of the board of directors or any committee elected thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

ARTICLE III

Officers

Section 1. Enumeration. The officers of the corporation shall consist of a president, a treasurer and a clerk and such other officers, including without limitation a chairman of the board of directors, a secretary and one or more vice presidents, assistant treasurers, assistant clerks and assistant secretaries, as the board of directors may from time to time determine.

Section 2. Qualifications. No officer need be a stockholder or a director. The same person may hold at the same time one or more offices unless otherwise provided by law. The clerk shall be a resident of Massachusetts unless the corporation shall have a resident agent. Any officer may be required by the board of directors to give a bond for the faithful performance of his duties in such form and with such sureties as the board may determine.

Section 3. Elections. The president, treasurer and clerk shall be elected annually by the board of directors at its first meeting following the annual meeting of the stockholders. All other officers shall be chosen or appointed by the board of directors.

Section 4. Term. Except as otherwise provided by law, by the articles of organization or by these by-laws, the president, treasurer and clerk shall hold office until the first meeting of the board of directors following the next annual meeting of the stockholders and until their respective successors are chosen and qualified. All other officers shall hold office until the first meeting of the board of directors following the next annual meeting of the stockholders, unless a shorter time is specified in the vote choosing or appointing such officer or officers.

Section 5. Resignations. Any officer may resign by delivering his written resignation to the corporation at its principal office or to the president or clerk, or, if there be one, to the secretary. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

Section 6. Removal. Any officer may be removed from office with or without cause by vote of a majority of the directors then in office. An officer may be removed for cause only after a reasonable notice and opportunity to be heard before the board of directors.

Section 7. Vacancies. Vacancies in any office may be filled by the board of directors.

Section 8. Certain Duties and Powers. The officers designated below, subject at all times to these by-laws and to the direction and control of the board of directors, shall have and may exercise the respective duties and powers set forth below:

The Chairman of the Board of Directors. The chairman of the board of directors, if there be one, shall, when present, preside at all meetings of the board of directors.

The President. The president shall be the chief executive officer of the corporation and shall have general operating charge of its business. Unless otherwise prescribed by the board of directors, he shall, when present, preside at all meetings of the stockholders, and, if a director, at all meetings of the board of directors unless there be a chairman of the board of directors who is present at the meeting.

The Treasurer. The treasurer shall be the chief financial officer of the corporation and shall cause to be kept accurate books of account.

The Clerk. The clerk shall keep a record of all proceedings of the stockholders and, if there be no secretary, shall also keep a record of all proceedings of the board of directors. In the absence of the clerk from any meeting of the stockholders or, if there be no secretary, from any meeting of the board of directors, an assistant clerk, if there be one, otherwise a clerk pro tempore designated by the person presiding at the meeting, shall perform the duties of the clerk at such meeting.

The Secretary. The secretary, if there be one, shall keep a record of all proceedings of the board of directors. In the absence of the secretary, if there be one, from any meeting of the board of directors, an assistant secretary, if there be one, otherwise a secretary pro tempore designated by the person presiding at the meeting, shall perform the duties of the secretary at such meeting.

Section 9. Other Duties and Powers. Each officer, subject at all times to these by-laws and to the direction and control of the board of directors, shall have and may exercise, in addition to the duties and powers specifically set forth in

these by-laws, such duties and powers as are prescribed by law, such duties and powers as are commonly incident to his office and such duties and powers as the board of directors may from time to time prescribe.

ARTICLE IV

Capital Stock

Section 1. Amount and Issuance. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue shall be stated in the articles of organization. The directors may at any time issue all or from time to time any part of the unissued capital stock of the corporation from time to time authorized under the articles of organization, and may determine, subject to any requirements of law, the consideration for which stock is to be issued and the manner of allocating such consideration between capital and surplus.

Section 2. Certificates. Each stockholder shall be entitled to a certificate or certificates stating the number and the class and the designation of the series, if any, of the shares held by him, and otherwise in form approved by the board of directors. Such certificate or certificates shall be signed by the president or a vice president and by the treasurer or an assistant treasurer. Such signatures may be facsimiles if the certificate is signed by a transfer agent, or by a registrar, other than a director, officer or employee of the corporation. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate issued for shares of stock at a time when such shares are subject to any restriction on transfer pursuant to the articles of organization, these by-laws or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back of the certificate either (i) the full text of the restriction or (ii) a statement of the existence of such restriction and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

Every certificate issued for shares of stock at a time when the corporation is authorized to issue more than one class or series of stock shall set forth on the face or back of the certificate either (i) the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class and series, if any, authorized to be issued, as set forth in the articles of organization or (ii) a statement of the existence of such preferences, powers, qualifications and rights and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

Section 3. Transfers. The board of directors may make such rules and regulations not inconsistent with the law, with the articles of organization or with these by-laws as it deems expedient relative to the issue, transfer and registration of stock certificates. The board of directors may appoint a transfer agent and a registrar of transfers or either and require all stock certificates to bear their signatures. Except as otherwise provided by law, by the articles of organization or by these by-laws, the corporation shall be entitled to treat the record holder of any shares of stock as shown on the books of the corporation as the holder of such shares for all purposes, including the right to receive notice of and to vote at any meeting of stockholders and the right to receive any dividend or other distribution in respect of such shares.

Section 4. Record Date. The board of directors may fix in advance a time, which shall be not more than sixty (60) days before the date of any meeting of stockholders or the date for the payment of any dividend or the making of any distribution to stockholders or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice of and to vote at such meeting and any adjournment thereof or the right to receive such dividend or distribution or the right to give such consent or dissent, and in such case only stockholders of record on such record date shall have such right, notwithstanding any transfer of stock on the books of the corporation after the record date; or without fixing such record date the directors may for any of such purposes close the transfer books for all or any part of such period.

Section 5. Lost Certificates. The board of directors may, except as otherwise provided by law, determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated or destroyed.

ARTICLE V

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December next following.

Section 2. Corporate Seal. The seal of the corporation shall be in such form as shall be determined from time to time by the board of directors.

Section 3. Corporation Records. The original, or attested copies, of the articles of organization, by-laws and records of all meetings of the incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in the Commonwealth of Massachusetts at the principal office of the corporation in said Commonwealth or at an office of the transfer agent or of its clerk or of its resident agent, if any. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to inspection by any stockholder for any proper purpose but not if the purpose for which such inspection is sought is to secure a list of stockholders or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

Section 4. Voting of Securities. Except as the board of directors may otherwise prescribe, the president or the treasurer shall have full power and authority in the name and on behalf of the corporation, subject to the instructions of the board of directors, to waive notice of, to attend, act and vote at, and to appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of stockholders or shareholders of any other corporation or organization, the securities of which may be held by this corporation.

ARTICLE VI

Amendments

These by-laws may be amended or repealed at any annual or special meeting of the stockholders by the affirmative vote of a majority of the shares of capital stock then issued, outstanding and entitled to vote provided notice of the proposed amendment or repeal is given in the notice of the meeting. No change in the date fixed in these by-laws for the annual meeting of the stockholders shall be made within sixty (60) days before such date, and notice of any change in such date shall be given to all stockholders at least twenty (20) days before the new date fixed for such meeting.

If authorized by the articles of organization, these by-laws may also be amended or repealed in whole or in part, or new by-laws made, by the board of directors except with respect to any provision hereof which by law, the articles of organization or these by-laws requires action by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, amendment or repeal by the directors of any by-laws, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the by-laws. Any by-law to be made, amended or repealed by the directors may be amended or repealed by the stockholders.

Exhibit B
BY-LAWS
OF
EASTMAN KODAK INTERNATIONAL CAPITAL COMPANY, INC.

ARTICLE I.

Meetings of Stockholders

Section 1. Annual Meetings. The annual meeting of the stockholders for the election of directors and for the transaction of any other proper business, shall be held at 10 : 00 o'clock in the forenoon on the second Monday in February in each year, if not a legal holiday under the laws of the State where such meeting is to be held, and if a legal holiday under the laws of said State, then on the next succeeding business day not a legal holiday under the laws of said State.

Section 2. Special Meetings. A special meeting of the stockholders for any purpose or purposes, unless otherwise provided by law or in the Certificate of Incorporation of the Corporation as from time to time amended (hereinafter called the Certificate of Incorporation), may be called at any time by the President or by order of the Board of Directors.

Section 3. Place of Meeting. Each meeting of stockholders of the Corporation for the election of Directors shall be held at such place whether within or without the State of Delaware as shall be fixed by the Board of Directors and specified in the notice or waiver of notice of said meeting. Special meetings of stockholders shall be held at such place as shall be designated in the notice or waiver of notice of such meeting.

Section 4. Notice of Meetings. Except as otherwise permitted or provided by law or the Certificate of Incorporation, written notice of each meeting of the stockholders shall be given to each stockholder of record entitled to vote at such meeting not less than 10 nor more than 50 days before the day on which the meeting is to be held. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the Corporation. Such notice shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. A written waiver of notice of any meeting of stockholders, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Notice of any adjourned meeting of the stockholders shall not be required to be given, except where expressly required by law.

Section 5. Organization. At each meeting of the stockholders, the Chairman of the Board, or, in his absence, the President, shall act as chairman of the meeting and the Secretary, or, in his absence, an Assistant Secretary, if one be appointed, shall act as secretary of the meeting. In case at any meeting none of the officers who have been designated to act as chairman or secretary of the meeting, respectively, shall be present, a chairman or secretary of the meeting, as the case may be, shall be chosen by the vote of a majority in interest of the stockholders of the Corporation present in person or by proxy and entitled to vote at such meeting.

Section 6. Quorum. At each meeting of the stockholders, except where otherwise provided by law, the holders of a majority of the issued and outstanding shares of each class of stock of the Corporation entitled to vote at such meeting shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority in interest of the stockholders of the Corporation present in person or by proxy and entitled to vote, or, if no stockholder entitled to vote is present, any officer entitled to preside at, or act as secretary of, such meeting, shall have the power to adjourn the meeting from time to time until stockholders holding the requisite amount of stock shall be present or represented. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Voting. At each meeting of stockholders every stockholder of record of the Corporation entitled to vote at such meeting shall be entitled to one vote in person or by proxy for each share of stock of the Corporation registered in his name on the books of the Corporation on the record date for such meeting. Any vote on stock of the Corporation may be given by the stockholder entitled thereto in person or by proxy appointed by an instrument in writing, subscribed by such stockholder or by his attorney thereunto authorized and delivered to the Secretary of the meeting; provided, however, that no proxy shall be voted on after three years from its date unless said proxy provides for a longer period. At all meetings of the stockholders, all matters (except where other

provision is made by statute, by the Certificate of Incorporation or by these By-laws) shall be decided by the vote of a majority of the stock present in person or by proxy and entitled to vote at the meeting. At each meeting of stockholders for the election of Directors the voting for directors shall not be by ballot unless the holders, present in person or by proxy, of a majority of the stock of the Corporation entitled to vote at such meeting shall so determine.

Section 8. List of Stockholders. It shall be the duty of the Secretary or other officer of the Corporation who shall have charge of its stock ledger, either directly or through another officer of the Corporation designated by him or through a transfer agent or transfer clerk appointed by the Board of Directors, to prepare and make, at least 10 days before every meeting of the stockholders, a complete list of the stockholders entitled to vote thereat, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for said 10 days, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of meeting, or, if not so specified, at the place where said meeting is to be held, and the list shall be produced and kept at the time and place of said meeting during the whole time thereof and subject to the inspection of any stockholder who shall be present thereat. The original or duplicate stock ledger shall be the only evidence as to who are the stockholders entitled

to examine the stock ledger, such list or the books of the Corporation, or to vote in person or by proxy at such meeting.

Section 9. Written Consent. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, by any provisions of law or of these By-laws, the meeting and vote of stockholders may be dispensed with if all of the stockholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken.

ARTICLE II.

Board of Directors

Section 1. Number. The number of Directors which shall constitute the whole Board shall be one, but from time to time the number may be increased, or may be diminished to not less than three, by amendment of these By-laws.

Section 2. Election. Directors shall, except as otherwise required or provided by law or by the Certificate of Incorporation, be elected by a plurality of the votes cast at a meeting of the stockholders by the holders of shares entitled to vote in the election.

Section 3. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Corporation. The resignation of any Director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal of Directors. Any Director may be removed, either with or without cause, at any time by the affirmative vote of the holders of record of a majority of the outstanding shares of stock entitled to vote, at a special meeting of the stockholders called for the purpose, and the vacancy in the Board of Directors caused by any such removal may be filled by the stockholders as set forth in Section 2 of this Article at such meeting, or, if the vacancy is not so filled, by the Board of Directors as set forth in Section 5 of this Article.

Section 5. Vacancies. Vacancies in the Board of Directors because of death, resignation, removal or any other cause, and newly created directorships resulting from an increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

Section 6. First Meeting. After each annual election of Directors and on the same day, the Board of Directors may meet for the purpose of organization, the election of officers and the transaction of other business at the place where regular meetings of the Board of Directors are held. Notice of such meeting need not be given. Such meeting may be held at any other time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such places and at such times as the Board shall by resolution determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then

the meeting which would otherwise be held on that day shall be held at such place at the same hour on the next succeeding business day which is not a legal holiday. Notice of regular meetings need not be given.

Section 8. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board or the President or any two of the Directors. Notice of each such meeting shall be mailed to each Director, addressed to him at his residence or usual place of business, at least two days before the day on which the meeting is to be held, or shall be sent to him by telegraph, cable or wireless so addressed, or shall be delivered personally or by telephone, at least 24 hours before the time the meeting is to be held. Each notice shall state the time and place of the meeting but need not state the purposes thereof, except as otherwise herein expressly provided. A written waiver of notice of any meeting of Directors, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Notice of any meeting of the Board need not be given to any Director who shall be present at such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the Directors of the Corporation then in office shall be present thereat.

Section 9. Quorum and Manner of Acting. Except as otherwise provided by statute or by these By-laws, two Directors or one-third of the authorized number of Directors, whichever is greater, shall be required to constitute a

quorum for the transaction of business at any meeting, and the affirmative vote of a majority of the Directors present at the meeting shall be necessary for the adoption of any resolution or the taking of any other action. In the absence of a quorum, the Director or Directors present may adjourn any meeting from time to time until a quorum be had. Notice of any adjourned meeting need not be given.

Section 10. Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing and such written consent is filed with the minutes or proceedings of the Board or such committee.

Section 11. Compensation. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular and special meeting of the Board. Nothing herein contained shall be construed so as to preclude any Director from serving the Corporation in any other capacity, or from serving any of its stockholders, subsidiaries or affiliated corporations in any capacity, and receiving proper compensation therefor.

Section 12. Indemnification. Every person heretofore, now, or hereafter serving as a Director, officer or employee of the Corporation, and every person heretofore, now, or hereafter serving at the written request of the Corporation (or at its oral request subsequently confirmed in writing), as a director, officer, or

employee of another corporation or other business association in which the Corporation owns shares of capital stock or other proprietary interest or of which the Corporation is a creditor, shall be indemnified and held harmless by the Corporation from and against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, in which he may become involved as a party or otherwise by reason of his being or having been a director, officer or employee of the Corporation, or of another business association or corporation in which the Corporation owns shares of capital stock or other proprietary interest or of which the Corporation is a creditor, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred. As used herein, the term "loss, cost, liability and expense" shall include all expenses incurred in the defense of such claim, action, suit or proceeding and the amounts of judgments, fines, or penalties levied or rendered against any such person; provided, however, that no such person shall be entitled to indemnity hereunder unless the Board of Directors of the Corporation determines that such person was acting in good faith and for a purpose 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 no reasonable cause to believe his conduct was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such claim, action, suit or proceeding whether

actually commenced or threatened. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking satisfactory in form and amount to the Board of Directors by or on behalf of the recipient to repay such amount unless it is ultimately determined that he is entitled to indemnification. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, by-law, provision of a certificate of incorporation, agreement (including but not limited to any indemnification insurance contract), vote of stockholders or disinterested directors or otherwise.

ARTICLE III.

Officers

Section 1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and, if the Board shall so determine, such other subordinate officers as may be appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election, Term of Office and Qualifications . The officers shall be elected annually by the Board of Directors, and except in the case of officers appointed in accordance with the provisions of Section 3 of this Article, each shall hold office until the next annual election of officers and until his successor shall have been duly elected and qualified, or until his death, or until he shall resign or until he shall have been removed

in the manner hereinafter provided. The Chairman of the Board and the President shall be and remain Directors.

Section 3. Other Officers. In addition to the officers named in Section 1 of this Article, the Corporation may have such other officers and agents as may be deemed necessary by the Board of Directors. Such other officers and agents shall be appointed in such manner, have such duties and hold their offices for such terms, as may be determined by resolution of the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice of his resignation to the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any officer may be removed, either with or without cause, by action of the Board of Directors.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause shall be filled by the Board of Directors.

Section 7. The Chairman of the Board. The Chairman of the Board shall preside, when present, at all meetings of the Board of Directors and at all meetings of the stockholders, and shall perform such other duties as the Board of Directors may properly direct.

Section 8. The President. The President shall have the general powers and duties of supervision and management of the property and affairs of the Corporation which usually pertain to his office, and shall perform such

other duties as the Board of Directors may properly direct. In the absence of the Chairman of the Board, he shall preside at all meetings of the Board of Directors and at all meetings of stockholders.

Section 9. Vice Presidents. Except where by law the signature of the President is required, each of the Vice Presidents shall possess the same power as the President to sign all certificates, contracts, obligations and other instruments of the Corporation, and have such powers and perform such duties as usually pertain to such office or as the Board of Directors may properly direct. In the absence or disability of the President, the Vice President designated by the Board of Directors shall perform the duties and exercise the powers of the President.

Section 10. The Secretary. The Secretary shall issue notices of all meetings of stockholders and of the Directors where notices of such meetings are required by law or these By-laws. He shall keep the minutes of meetings of stockholders and of the Board of Directors. He shall sign such instruments as require his signature and shall perform such other duties as usually pertain to his office and as the Board of Directors may properly direct.

Section 11. The Treasurer. The Treasurer shall have the care and custody of all the moneys and securities of the Corporation. He shall cause to be entered in the books of the Corporation to be kept for that purpose, full and accurate accounts of all moneys received and paid on account of the Corporation. He shall sign such instruments as require his signature and shall perform such other duties as usually pertain to his office and as the Board of Directors

shall properly direct. The Treasurer shall give a bond for the faithful discharge of his duties in the sum of One Thousand Dollars (\$1,000.00), and in such further sum and with such surety as may be required by the Board of Directors.

Section 12. Compensation. The salaries of the officers shall be fixed from time to time by the Board of Directors. Nothing contained herein shall preclude any officer from serving the Corporation in any other capacity, including that of Director, or from serving any of its stockholders, subsidiaries or affiliated corporations in any capacity, and receiving a proper compensation therefor.

ARTICLE IV.

Contracts, Loans, Checks, Deposits, Etc.

Section 1. Contracts, Checks, etc. All contracts and agreements authorized by the Board of Directors, and all checks, drafts, bills of exchange or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such person or persons and in such manner as may from time to time be designated by the Board of Directors, which designation may be general or confined to specific instances; and unless so designated by the Board of Directors or in these By-laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or for any amount.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by the Board of Directors. Such authorization may be general or

confined to specific instances. Loans so authorized by the Board of Directors may be effected at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual. When so authorized by the Board of Directors any part of or all the properties, including contract rights, assets, business or good will of the Corporation, whether then owned or thereafter acquired, may be mortgaged, pledged, hypothecated or conveyed or assigned in trust as security for the payment of such bonds, debentures, notes and other obligations or evidences of indebtedness of the Corporation, and of the interest thereon, by instruments executed and delivered in the name of the Corporation.

Section 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-laws, as it may deem expedient. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 4. Proxies in Respect of Securities of Other Corporations. Unless otherwise provided by resolution adopted by the Board of Directors, the President or a

Vice President may exercise or appoint an attorney or attorneys, or an agent or agents, to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation to vote or to consent in respect of such stock or other securities; and the President or any Vice President may instruct the person or persons so appointed as to the manner of exercising such powers and rights and the President or any Vice President may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such ballots, consents, proxies, powers of attorney or other written instruments as they or either of them may deem necessary in order that the Corporation may exercise such powers and rights.

ARTICLE V.

Shares and Their Transfer

Section 1. Certificates of Stock. Every stockholder shall be entitled to have a certificate certifying the number of shares of stock of the Corporation owned by him, signed by, or in the name of the Corporation by the President or a Vice President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation (except that when any such certificate is countersigned by a transfer agent other than the Corporation or its employee or by a registrar other than the Corporation or its employee the signatures of any such officers may be facsimiles). Such certificates shall be registered for transfer on the stock books of the Corporation

in person or by attorney, but, except as hereinafter provided in the case of loss, destruction or mutilation of certificates, no transfer of stock shall be entered until the previous certificate, if any, given for the same shall have been surrendered and cancelled.

Section 2. Lost, Destroyed or Mutilated Certificates. In case of loss, destruction or mutilation of any certificate of stock, another may be issued in its place upon proof of such loss, destruction or mutilation and, if required by the Corporation, upon the giving of a satisfactory bond of indemnity to the Corporation in such sum as the Board of Directors may provide.

Section 3. Record Date. The Board of Directors may fix, in advance, a date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action, as a record date for the determination of the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights with respect to any change, conversion or exchange of stock or for the purpose of any other lawful action. If no record date is fixed (a) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business of the day next preceding the day upon which

the meeting is held, and (b) the date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE VI.

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall bear the name of the Corporation and words and figures "Corporate Seal 1968 Delaware" and such other words or figures as the Board of Directors may approve and adopt.

ARTICLE VII.

Amendments

The By-laws of the Corporation may be made, altered or repealed by vote of the stockholders at the time entitled to vote in the election of Directors. The By-laws may also be made, altered or repealed by the Board of Directors, but any By-law adopted by the Board may be altered or repealed by the stockholders entitled to vote thereon as hereinabove provided.

EXHIBIT B

BY-LAWS

OF

FAR EAST DEVELOPMENT LTD.

ARTICLE I

Stockholders

Section 1.1. Annual Meetings. An annual meeting of stockholders shall be held for the election of directors at such date, time and place, either within or without the State of Delaware, as may be designated by resolution of the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2. Special Meetings. Special meetings of stockholders may be held at any time upon call of the Chairman of the Board, if any, the President or a majority of the Board of Directors, at such time and place either within or without the State of Delaware as may be stated in the call and notice. A special meeting of stockholders shall be called by the Secretary upon the written request, stating the purpose of the meeting, of stockholders who together own of record 25 percent of the outstanding stock of any class entitled to vote at such meeting.

Section 1.3. Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not less than ten nor more than fifty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation.

Section 1.4. Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if

the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.5. Quorum. At each meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these by-laws, the holders of a majority of the outstanding shares of each class of stock entitled to vote at the meeting, present in person or by proxy, shall constitute a quorum. In the absence of a quorum the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided by Section 1.4 of these by-laws until a quorum shall attend.

Section 1.6. Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in his absence by the President, or in their absence by a Vice President, or in the absence of the foregoing persons by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7. Voting; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by him which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors unless the holders of a majority of the outstanding shares of all classes of stock entitled to vote thereon present in person or by proxy at such meeting shall so determine. At all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient to elect. All other elections and questions shall, unless otherwise provided by law or by the certificate of incorporation or these by-laws, be decided by the vote of the holders of a majority of the

outstanding shares of all classes of stock entitled to vote thereon present in person or by proxy at the meeting, provided that (except as otherwise required by law or by the certificate of incorporation) the Board of Directors may require a larger vote upon any election or question.

Section 1.8. Fixing Date for Determination of Stockholders of Record. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is expressed; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 1.9. List of Stockholders Entitled to Vote. The Secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where

the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, they shall be ineligible for election to any office at such meeting. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the corporation, or to vote in person or by proxy at any meeting of stockholders.

Section 1.10. Consent of Stockholders in Lieu of Meeting. Any action required by law to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE II

Board of Directors

Section 2.1. Number; Qualifications. The Board of Directors shall consist of one or more members. The number of directors shall be such as may be fixed from time to time by resolution of the Board of Directors. Directors need not be stockholders.

Section 2.2. Election; Resignation; Vacancies. Until the first annual meeting of stockholders or until successors or additional directors are duly elected and qualified, the Board of Directors shall consist of the persons elected as such by the incorporator. At the first annual meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect directors, each to hold office until the next succeeding annual meeting or until his successor is elected and qualified or until his earlier resignation or removal.

Any director may resign at any time upon written notice to the corporation. Any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by the vote of a plurality of the votes cast at a meeting of stockholders, and each director so elected shall hold office until the next succeeding annual meeting of stockholders or until his successor is elected and qualified or until his earlier resignation or removal.

Section 2.3. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine, and if so determined notices thereof need not be given.

Section 2.4. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman of the Board, if any, or the President or by a majority of the Board of Directors. Reasonable notice thereof shall be given by the person or persons calling the meeting.

Section 2.5. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.6. Quorum. At all meetings of the Board of Directors one-third of the entire Board shall constitute a quorum for the transaction of business. Except in cases in which the certificate of incorporation or these by-laws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his absence by the President, or in their absence by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8. Informal Action by Directors.
Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee.

Section 2.9. Interested Directors; Quorum.
No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders, or (3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE III

Committees

Section 3.1. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a

member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the certificate of incorporation of the corporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of dissolution, or amending these by-laws; and, unless the resolution expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

ARTICLE IV

Officers

Section 4.1. Executive Officers; Election; Qualifications; Term of Office; Resignation; Vacancies. The Board of Directors shall choose a President, a Secretary and a Treasurer, and it may, if it so determines, choose a Chairman of the Board from among its members. The Board of Directors may also choose one or more Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of stockholders next succeeding his election, and until his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.2. Powers and Duties of Executive Officers. The officers of the corporation shall have such authority and may perform such duties in the management of the corporation as may be prescribed by the Board of Directors and, to the extent not so prescribed, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his duties.

ARTICLE V

Stock

Section 5.1. Certificates. Every holder of stock shall be entitled to have a certificate signed by or in the name of the corporation by the Chairman of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the corporation, certifying the number of shares owned by him in the corporation. If such certificate is countersigned (1) by a transfer agent other than the corporation or its employee, or (2) by a registrar other than the corporation or its employee, any other signature on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Section 5.2. Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Miscellaneous

Section 6.1. Fiscal Year. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

Section 6.2. Seal. The corporate seal shall have the name of the corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 6.3. Waiver of Notice of Meetings of Stockholders, Directors and Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice.

Section 6.4. Indemnification of Directors, Officers and Employees. The corporation shall indemnify to the full extent authorized by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director, officer or employee of the corporation or serves or served any other enterprise as a director, officer or employee at the request of the corporation.

Section 6.5. Form of Records. Any records maintained by the corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 6.6. Amendment of By-Laws. These by-laws may be altered or repealed, and new by-laws made, by the Board of Directors or by the stockholders of the corporation.

EXHIBIT B

BYLAWS

OF

FPC INC.

a California corporation

ARTICLE I

OFFICES

Section 1. Principal Office

The Board of Directors (herein the "Board") shall fix the location of the principal office of the corporation at any place within or without the State of California. If the principal office is located outside the State of California, and the corporation has one or more business offices within the State of California, the Board shall designate and fix a principal business office within the State of California.

Section 2. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places.

ARTICLE II

MEETINGS OF SHAREHOLDERS

Section 1. Place of Meetings

Meetings of shareholders shall be held at any place within or without the State of California designated by the Board. In the absence of any such designation, shareholders' meetings shall be held at the principal office of the corporation.

Section 2. Annual Meetings

The annual meeting of shareholders shall be held each year on a date and at a time designated by the Board. At each annual meeting, directors shall be elected and any other proper business within the power of the shareholders may be transacted.

Section 3. Special Meetings

(a) Power To Call Special Meetings. Special meetings of the shareholders may be called at any time by the Board, or by the chairperson of the Board, or by the president, or by one or

more shareholders holding shares in the aggregate entitled to cast not less than ten percent (10%) of the votes at that meeting.

(b) Procedure For Special Meetings Not Called By Board. If a special meeting is called by any person or persons entitled to call such a meeting other than the Board, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the chairperson of the board, the president, any vice president, or the secretary. The officer receiving the request shall cause notice to be given promptly to the shareholders entitled to vote, in accordance with the provisions of Sections 4 and 5 of this Article II, that a meeting will be held at the time requested by the person or persons calling the meeting, not fewer than thirty-five (35) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph shall be construed as limiting, fixing, or affecting the time at which a meeting of shareholders called by action of the Board may be held.

Section 4. Notice of Shareholders' Meetings

(a) General. All notices of meetings of shareholders shall be sent or otherwise given in accordance with Section 5 of this Article II not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of an annual meeting, those matters that the Board, at the time of giving the notice, intends to present for action by the shareholders. The notice of any meeting at which directors are to be elected shall include the name of any nominee or nominees who, at the time of the notice, management intends to present for election.

(b) Special Cases. If action is proposed to be taken at any meeting for approval of (i) a contract or transaction in which a director has a direct or indirect financial interest under Section 310 of the California Corporations Code, (ii) an amendment of the Articles of Incorporation under Section 902 of said Code, (iii) a reorganization of the corporation under Section 1201 of said Code, (iv) a voluntary dissolution of the corporation under Section 1900 of said Code or (v) a distribution in dissolution other than in accordance with the rights of outstanding preferred shares under Section 2007 of said Code, the notice shall also state the general nature of that proposal.

Section 5. Manner of Giving Notice; Affidavit of Notice

(a) Manner of Giving Notice. Notice of any shareholders' meeting shall be given either personally or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to the shareholder at the address of that shareholder appearing on the books of the corporation or given by the shareholder to the corporation for the purpose of notice. If no such address appears on the corporation's books nor has been so given, notice shall be deemed to have been given if sent to that shareholder by first-class mail or telegraphic or other written communication to the corporation's principal office, or if published at least once in a newspaper of general circulation in the county in which that office is located. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, delivered to a common carrier for transmission to the recipient, actually transmitted by electronic means to the recipient by the person giving the notice or sent by other means of written communication.

(b) Manner of Giving Notice to Uncontactable Shareholder. If any notice addressed to a shareholder at the address of that shareholder appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the shareholder at that address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available to the shareholder on written demand of the shareholder at the principal office of the corporation for a period of one (1) year from the date of the giving of the notice.

(c) Affidavit of Notice. An affidavit of the mailing or other means of giving any notice of any shareholders' meeting may be executed by the secretary, assistant secretary or any transfer agent of the corporation giving the notice and filed and maintained in the minute book of the corporation.

Section 6. Waiver of Notice or Consent by Absent Shareholders

(a) Written Waiver of Notice. The transaction of any meeting of shareholders, either annual or special, however called and noticed, and wherever held, shall be as valid as if taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to a holding of the meeting or an approval of the minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of shareholders, except that if action is taken or proposed to be taken for approval of any of

those matters specified in the second paragraph of Section 4 of Article II, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by Attendance at the Meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in another notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 7. Record Date for Shareholder Notice, Voting, and Giving Consents

(a) Record Date Set by Board. For purposes of determining the shareholders entitled to notice of any meeting or to vote or entitled to give consent to corporate action without a meeting, the Board may fix, in advance, a record date, which shall not be more than sixty (60) days nor fewer than ten (10) days before the date of any such meeting nor more than sixty (60) days before any such action without a meeting, and in this event only shareholders of record on the dates so fixed are entitled to notice, and to vote or to give consents, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date, except as otherwise provided in the California Corporations Code.

(b) Establishing Record Date If Not Set by Board. If the Board does not so fix a record date, (a) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; (b) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, (i) when no prior action by the Board has been taken, shall be the day on which the first written consent is given, or (ii) when prior action of the Board has been taken, shall be at the close of business on the day on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of such other action, whichever is later.

Section 8. Quorum

The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting of shareholders shall constitute a quorum for the transaction of

business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

Section 9. Adjourned Meeting; Notice

(a) Adjourned Meeting. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the shares represented at that meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Section 8 of Article II.

(b) Notice. When any meeting of shareholders, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at a meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board shall set a new record date. Notice of any such adjourned meeting, if required, shall be given to each shareholder of record entitled to vote at the adjourned meeting in accordance with the provisions of Sections 4 and 5 of Article II. At any adjourned meeting the corporation may transact any business that might have been transacted at the original meeting.

Section 10. Voting

(a) Voting Other Than to Elect Directors. The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of Section 7 of Article II, subject to the provisions of Sections 702 through 704, inclusive, of the California Corporations Code. The shareholders' vote may be by voice vote or by ballot; provided, however, that any election for directors must be by ballot if demanded by any shareholder before the voting has begun. On any matter other than the election of directors, any shareholder may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal but, if the shareholder fails to specify the number of shares which the shareholder is voting affirmatively, it will be conclusively presumed the shareholder's approving vote is with respect to all shares that the shareholder is entitled to vote. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on any matter, other than the election of directors, shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the California Corporations Code or the Articles of Incorporation.

(b) Voting to Elect Directors. At a shareholders' meeting at which directors are to be elected, no shareholder shall be entitled to cumulate votes for any candidate (cast for any candidate a number of votes greater than the number of votes that such shareholder normally is entitled to cast), unless the candidate's name has been placed in nomination before commencement of the voting and a shareholder has given notice before commencement of the voting of the shareholder's intention to cumulate votes. If any shareholder has given such notice, then every shareholder entitled to vote may cumulate votes for candidates in nomination 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 such shareholder's shares are normally entitled, or distribute the shareholder's votes on the same principle among any or all of the candidates, in the discretion of the shareholder. The candidates receiving the highest number of affirmative votes of the shares entitled to be voted for them, up to the number of directors to be elected by such shares, shall be elected.

Section 11. Shareholder Action by Written Consent Without a Meeting

(a) Written Consent Prior to the Action. Any action that may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice, if the consent in writing, setting forth the actions so taken, is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take that action in a meeting at which all shares entitled to vote on that action were present and voted. Directors may be elected by written consent without a meeting only if the written consents of all outstanding shares entitled to vote are obtained, except that a vacancy in the Board (other than a vacancy created by removal of a director) not filled by the Board may be filled by the written consent of a majority of the outstanding shares entitled to vote. All such consents shall be filed with the secretary and shall be maintained in the corporate records. Any shareholder giving a written consent, or the shareholder's proxyholder, or a transferee of the shares or a personal representative of the shareholder or their respective proxyholders, may revoke the consent by a writing received by the secretary before written consents of the number of shares required to authorize the proposed action have been filed with the secretary.

(b) Written Consent and Notice After the Action. If the consents of all shareholders entitled to vote have not been solicited in writing, and if the unanimous written consent of all such shareholders shall not have been received, the secretary shall give prompt notice to those shareholders entitled to vote who have not consented in writing of the corporate action approved by the shareholders without a meeting. This notice

shall be given in the manner specified in Section 5 of Article II. In the case of approval of (i) contracts or transactions in which a director has a direct or indirect financial interest under Section 310 of the California Corporations Code, (ii) indemnification of agents of the corporation under Section 317 of said Code, (iii) a reorganization of the corporation under Section 1201 of said Code, or (iv) the distribution and dissolution other than in accordance with the rights of outstanding preferred shares under Section 2007 of said Code, the notice shall be given at least ten (10) days before the consummation of any action authorized by that approval.

Section 12. Proxies

Every person entitled to vote for directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by written proxy signed by the person and filed with the secretary. A proxy shall be deemed signed if the shareholder's name is placed on the proxy, whether by manual signature, typewriting, telegraphic transmission or otherwise, by the shareholder or shareholder's attorney in fact. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked, or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Sections 705(e) and 705(f) of the California Corporations Code.

Section 13. Inspectors of Election

Before any meeting of shareholders, the Board may appoint any persons other than the nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the chairperson of the meeting may, and on the request of any shareholder or shareholder's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors of election are appointed at a meeting on the request of one or more shareholders or proxies, the holders of a majority of the shares or their proxies present at the meeting shall determine whether one or three inspectors of election are to be appointed. The powers and duties of the inspectors of election shall be as prescribed by the California Corporations Code.

**ARTICLE III
DIRECTORS**

Section 1. Powers

Subject to the provisions of the California Corporations Code and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 2. Number and Qualification of Directors

The authorized number of directors shall be a minimum of one and a maximum of three, as fixed by the Board, until changed by a duly adopted amendment to the Articles of Incorporation or by an amendment to this Bylaw adopted by the vote or written consent of holders of a majority of the outstanding shares entitled to vote.

Section 3. Election and Term of Office of Directors

Directors shall be elected at each annual meeting of the shareholders to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Vacancies

A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors is increased, or if the shareholders fail at any annual or special meeting of shareholders at which any director or directors are to be elected to elect the full authorized number of directors to be voted for at that meeting. Vacancies, other than those caused by removal of directors, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at any annual or special meeting of the shareholders. Any vacancy caused by the removal of a director may be filled only by the shareholders. The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board or the shareholders may elect a successor to take office when the resignation becomes effective. No reduction of

the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. Place of Meeting

All meetings of the Board shall be held at the principal office of the corporation or at any other place within or without the State of California designated in the notice of the meeting or, if not stated in the notice or if there is no notice, from time to time by resolution of the Board. Any regular or special meeting shall be valid wherever held, if held upon written consent of all members of the Board given either before or after the meeting and filed with the secretary.

Section 6. Regular Meetings

Regular meetings of the Board shall be held at such times as may from time to time be designated by resolution of the Board.

Section 7. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the chairperson of the board or the president or any vice president or the secretary or any two directors.

Section 8. Telephone Meetings

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in such a meeting constitutes presence in person at such meeting.

Section 9. Notice of Meetings

Notice of regular meetings of the Board need not be given. Notice of the time and place of all other meetings of the Board shall be delivered personally or by telephone to each director at least forty-eight (48) hours before the meeting, or received by each director by mail, by telegraph or by other form of written communication at least forty-eight (48) hours before the meeting. Such notice shall be sent charges prepaid, addressed to each director at his or her address as it is shown on the records of the corporation or at such other address as may be reasonably calculated to give the director notice, or if the director's address is not so shown on such records and an address reasonably calculated to give notice to the director is not readily ascertainable, at the city or place in which the meetings of the directors are regularly held. Notice of the time and place of holding an adjourned meeting of directors need not be given to

absent directors if the time and place are fixed at the meeting adjourned.

Section 10. Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as if taken at a meeting duly held after regular call and notice, if a quorum is present and if each director has received notice of the meeting, or attends the meeting without protesting his or her lack of notice before or at the beginning of the meeting, or signs before or after the meeting a waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Quorum and Voting

A majority of the authorized number of directors as fixed by the Articles of Incorporation or by these Bylaws shall be necessary to constitute a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Subject to the provisions of Section 310 of the California Corporations Code relating to the approval of transactions in which directors have an interest, and of Section 317(e) of said Code relating to the indemnification of corporate agents, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board except that a majority of the full Board shall be required for amendment of these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to meet again at a stated day, hour and place.

Section 13. Fees and Compensation

Directors and members of the executive committee, if one is appointed, may be allowed a fixed fee to be determined by resolution of the Board for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in another capacity as an officer, agent, employee or otherwise, and receiving compensation for those services.

Section 14. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 15. Committees

(a) Committees of Directors. The Board may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to: (a) the approval of any action that, under the General Corporation Law of California, also requires shareholders' approval or approval of the outstanding shares; (b) the filling of vacancies on the Board or in any committee; (c) the fixing of compensation of the directors for serving on the Board or on any committee; (d) the amendment or repeal of Bylaws or the adoption of new Bylaws; (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; (f) a distribution to the shareholders of the corporation, except at a rate or in a periodic amount or within a price range determined by the Board; or (g) the appointment of any other committees of the Board or the members of these committees.

(b) Meetings and Actions of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article III, Section 5 (Place of Meetings), Section 6 (Regular Meetings), Section 7 (Special Meetings), Section 9 (Notice of Meetings), Section 10 (Waiver of Notice), Section 11 (Quorum and Voting), Section 12 (Adjournment) and Section 14 (Action Without Meeting), with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee; special meetings of committees may also be called by resolution of the Board; and notice of special meetings of committees shall also be given to alternate members, who shall have the right to attend all meetings of the committee. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE IV

OFFICERS

Section 1. Officers

The officers of the corporation shall be a president (who may also be referred to as Chief Executive Officer), a secretary and a chief financial officer (who may also be the treasurer). The corporation may also have, at the discretion of the Board, a chairperson of the board, a general manager, one or more vice presidents, one or more assistant secretaries, a treasurer, one or more assistant treasurers and such other officers as the Board may appoint. Any two (2) or more offices may be held by the same person.

Section 2. Appointment

The chairperson of the board, the president, the secretary and the chief financial officer shall be appointed from time to time by the Board or by an officer to whom the Board shall have delegated the power to appoint. Each officer of the corporation shall serve at the pleasure of the Board subject to the rights, if any, of such officer under any contract of employment.

Section 3. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the directors attending a duly held directors' meeting at which a quorum is present or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal has been conferred by the Board. Any officer may resign at any time by giving written notice to the Board, to the president, or to the secretary of the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board or by an officer to whom the Board shall have delegated the power to appoint.

Section 5. Chairperson of the Board

The chairperson of the board, if one is appointed, shall preside at all meetings of the shareholders and of the Board, and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board. In the event that a chairperson of the board and no president is appointed, the chairperson of the board shall assume the

responsibilities of the president as enumerated in Section 6 of Article IV.

Section 6. President

Subject to such powers as may be given by the Board to a chairperson of the board or general manager, the president shall be the chief executive officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the corporation. The president shall, in the absence of the chairperson of the board, or if there is none, preside at all meetings of the shareholders and of the Board. The president shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board.

Section 7. Vice President

In the absence or disability of the president, the vice presidents, if any are appointed, in order of their rank as fixed by the Board, or if not ranked, the vice president designated by the Board, shall perform the duties of the president and when so acting shall have the powers of and be subject to the restrictions upon the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board and the president or the chairperson of the board if there is no president.

Section 8. Secretary

The secretary shall keep, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of directors and shareholders, with the time and place held, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at shareholders' meetings and the proceedings thereof. The secretary shall keep, at the principal office of the corporation, or at the office of the corporation's transfer agent or registrar, a record of its shareholders showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation. The secretary shall give notice or cause notice to be given of all meetings of the shareholders and of the Board required by these Bylaws to be given. The secretary shall keep the seal of the corporation, if one is adopted, in safe custody and shall have such other powers and perform such other duties as may be

prescribed by the Board and the president or the chairperson of the Board if there is no president.

Section 9. Chief Financial Officer

The chief financial officer, who may also be the treasurer, shall keep and maintain adequate and correct books and records of accounts of the corporation, and shall see that all monies and other valuables of the corporation are deposited in the name and to the credit of the corporation with such depositories as may be designated by the Board. The chief financial officer shall disburse the funds of the corporation as directed by the Board, shall render to the president and directors, whenever they request it, an account of all of the transactions in the chief financial officer's official capacity and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board and the president or the chairperson of the board if there is no president.

Section 10. Other Officers

Officers, other than the chairperson of the board, president, vice presidents, secretary and chief financial officer shall have such powers and perform such duties as may be prescribed by the Board and the president or the chairperson of the board if there is no president.

ARTICLE V

MISCELLANEOUS

Section 1. Inspection of Corporate Records

(a) **By Shareholders.** The record of shareholders, the accounting books and records, the minutes of proceedings of the shareholders and the Board and of any committee of the directors, shall be kept at the corporation's principal executive office or at the office of its transfer agent or registrar and shall be open to inspection upon the written demand of any shareholder or the holder of a voting trust certificate, at any reasonable time during usual business hours for a purpose reasonably related to such holder's interest as a shareholder or as the holder of a voting trust certificate. Such inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

(b) **By Directors.** Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation and of any subsidiary corporation of the corporation. Such inspection by a director may be made in person or by agent

or attorney, and the right of inspection includes the right to copy and make extracts.

Section 2. Checks, Drafts, Etc.

Checks, drafts, or other orders for payment of money and notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 3. Contracts, Etc.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4. Certificates of Shares

Every holder of shares in the corporation shall be entitled to have a certificate signed in the name of the corporation by the chairperson of the board or the president or a vice president and by the chief financial officer or an assistant treasurer or the secretary or an assistant secretary certifying the number of shares and the class or series of shares owned by the shareholder. On any certificate issued to represent any partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. There shall also be stated on the certificate representing any shares in the corporation, if applicable, that (i) the shares are subject to restrictions on transfer; (ii) the shares are assessable or not fully paid; (iii) the shares are subject to an irrevocable proxy or restrictions on voting rights contractually imposed by the corporation; (iv) the shares are redeemable; or (v) the shares are convertible (in which case the period for conversion shall also be stated).

Section 5. Lost Certificates

No certificate that replaces an outstanding share certificate shall be issued unless the outstanding certificate is surrendered; provided, however, that if any share certificate is lost, stolen, or destroyed, the Board may authorize issuance of a new certificate replacing the old one on any terms and conditions, including such reasonable arrangement for indemnification of the corporation, as the Board may specify.

Section 6. Indemnity

The right of any person sued because such person is or was a director, officer or employee of the corporation to indemnification for legal expenses, and of the Board to authorize the corporation to pay expenses incurred by, or to satisfy any judgment or fine rendered or levied against, a present or former director, officer, or employee of the corporation shall be to the maximum extent permitted by the California Corporations Code. The Board shall have the power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by law. The Board may, in its discretion, authorize the corporation to pay in whole or in part, the premium or other charge for any type of indemnity insurance in which any director, officer or employee of the corporation or any of its subsidiary corporations is indemnified or insured against liability or loss arising out of actual or asserted misfeasance or nonfeasance in the performance of his or her duties or out of any actual or asserted wrongful act against or by the corporation or any of its subsidiary corporations including, but not limited to, judgments, fines, settlements and expenses incurred in the defense of actions, proceedings and appeals therefrom.

Section 7. Reports to Shareholders

So long as there shall be fewer than 100 shareholders of record of this corporation (determined in accordance with Section 605 of the California Corporations Code), the annual report to shareholders referred to in Section 1501 of the California Corporations Code is expressly dispensed with. The Board may cause to be sent to the shareholders annual or other periodic reports in any form which the Board considers appropriate.

Section 8. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, any tense includes the other tenses and the term "person" includes both the corporation and a natural person.

ARTICLE VI

AMENDMENTS

Section 1. Power of Shareholders

These Bylaws may be amended or repealed by the vote or the written consent of shareholders entitled to exercise a majority of the voting power of the corporation.

Section 2. Power of Directors

These Bylaws, including any Bylaw adopted or amended by the shareholders unless there is included therein a provision restricting to the shareholders the right to amend or repeal such Bylaws, may be amended or repealed by the Board, other than a Bylaw or amendment thereof changing the authorized number of directors, except that the Board shall have the power to fix, in the manner prescribed in Article III, Section 2, the number of directors within the limits specified in Article III, Section 2.

CERTIFICATE OF SECRETARY

I, the undersigned, certify:

1. I am the duly elected and acting secretary of FPC, Inc., a California corporation.

2. The annexed Bylaws, consisting of seventeen (17) pages, including this page, are the Bylaws of the corporation adopted by the Board on May 1, 1992, and said Bylaws have not been modified or rescinded and are at the date of this Certificate in full force and effect.

IN WITNESS WHEREOF, I have subscribed my name this
_____ day of _____, 1992.

By: _____
Secretary

EXHIBIT B

BY-LAWS

OF

KODAK AMERICAS, LTD.

(Formed under the laws of the State of New York)

**ARTICLE I
SHAREHOLDERS**

SECTION 1. Annual Meeting. A meeting of stockholders shall be held annually for the election of directors and the transaction of other business on the second *Tuesday* in *June*, or, if it be a public holiday, on the next succeeding business day.

SECTION 2. Special Meetings. Special meetings of shareholders may be called by the Board of Directors or, subject to the control of the Board, by the President and shall be called by the Board upon the written request of the holders of record of a majority of the outstanding shares of the Corporation entitled to vote at the meeting requested to be called.

SECTION 3. Place of Meetings. Meetings of shareholders shall be held at such place, within or without the State of New York, as may be fixed by the Board of Directors. If no place is so fixed, such meetings shall be held at the office of the Corporation in the State of New York.

SECTION 4. Notice of Meetings. Notice of each meeting of shareholders shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.

A copy of the notice of each meeting shall be given, personally or by first class mail, not less than ten nor more than fifty days before the date of the meeting, to each shareholder entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, then directed to him at such other address.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

SECTION 5. Waiver of Notice. Notice of meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

SECTION 6. Qualification of Voters. Unless otherwise provided in the certificate of incorporation, every shareholder of record shall be entitled at every meeting of shareholders to one vote for every share standing in his name on the record of shareholders.

Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent or proxy as the by-laws of such corporation may provide, or, in the absence of such provision, as the board of directors of such corporation may determine.

SECTION 7. Quorum of Shareholders. The holders of a majority of the shares entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

The shareholders who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

SECTION 8. Proxies. Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

SECTION 9. Vote or Consent of Shareholders. Directors shall, except as otherwise required by law, be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election.

Whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon. Written consent thus given by the holders of all outstanding shares entitled to vote shall have the same effect as a unanimous vote of shareholders.

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 1. Power of Board and Qualification of Directors. The business of the Corporation shall be managed by the Board of Directors. Each director shall be at least twenty-one years of age.

SECTION 2. Number of Directors. Unless otherwise fixed by the director(s), the number of directors constituting the entire Board shall be one.

SECTION 3. Election and Term of Directors. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified.

SECTION 4. Quorum of Directors. One-third of the entire Board of Directors shall constitute a quorum for the transaction of business.

SECTION 5. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year promptly after the annual meeting of shareholders. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President, the Secretary or the director.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the office of the Corporation in Rochester, Monroe County, New York.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee

consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail two days prior to the meeting or by telegram, written message or orally to the director one day prior to the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 6. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by shareholders may be filled by vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring as a result of the removal of directors by shareholders shall be filled by the shareholders. A director elected to fill a vacancy, unless elected by the shareholders, shall hold office until the next meeting of shareholders at which the election of directors is in the regular order of business, and until his successor has been elected and qualified.

SECTION 7. Indemnification. Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or serves or served any other corporation in any capacity at the request of the Corporation shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

For purposes of this SECTION 7, the Corporation may consider the term "Corporation" to include any corporation which has merged or consolidated into the Corporation or of which the Corporation has acquired all or substantially all the assets in a transaction requiring approval by the shareholders of the corporation whose assets were acquired.

The foregoing provisions of this SECTION 7 shall apply in respect of all alleged or actual causes of action accrued before, on or after September 1, 1963, except that, as to any such cause of action which accrued before such date, the Corporation may provide, and any person concerned shall be entitled to, indemnification under and pursuant to any by-law or provision of the certificate of incorporation of the Corporation, statutory provision, or principle of common law, in effect prior to such date, all to the extent permitted by law.

ARTICLE III OFFICERS

SECTION 1. Officers. The Board of Directors, as soon as may be practicable after the annual election of directors, shall elect a President, a Secretary and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person, except that the same person may not hold the offices of President and Secretary, unless all of the stock of the Corporation is owned by one person.

SECTION 2. Term of Office and Removal. Each officer shall hold office for the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the meeting of the Board following the next annual meeting of shareholders. Any officer may be removed by the Board, with or without cause, at any time.

SECTION 3. Powers and Duties. The officers of the Corporation shall have such authority and perform such duties in the management of the Corporation, as may be prescribed by the Board of Directors and, to the extent not so prescribed, they shall have such authority and perform such duties in the management of the Corporation, subject to the control of the Board, as generally pertain to their respective offices. Securities of other corporations held by the Corporation may be voted by any officer designated by the Board and, in the absence of any such designation, by the President, any Vice-President, the Secretary or the Treasurer. The Board may require any officer, agent or employee to give security for the faithful performance of his duties.

SECTION 4. Books and Records. The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Corporation except as conferred by statute or as so authorized by the Board.

SECTION 5. Checks, Notes, etc. All checks and drafts on, and withdrawals from, the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of

money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

**ARTICLE IV
FORMS OF CERTIFICATES**

SECTION 1. Forms of Share Certificates. The shares of the Corporation shall be represented by certificates, in such forms as the Board of Directors may prescribe, signed by the Chairman or a Vice-Chairman of the Board or the President or a Vice-President and the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and may be sealed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue.

**ARTICLE V
OTHER MATTERS**

SECTION 1. Corporate Seal. The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

SECTION 3. Amendments. By-laws of the Corporation may be adopted, amended or repealed by vote of the holders of the shares at the time entitled to vote

in the election of any directors. By-laws may also be adopted, amended or repealed by the Board of Directors, but any by-laws adopted by the Board may be amended or repealed by the shareholders entitled to vote thereon as hereinabove provided.

EXHIBIT BOPERATING AGREEMENT

This Agreement is dated as of June 6, 2000.

WHEREAS, the entity signing this Agreement desires to form a limited liability company known as Kodak Aviation Leasing LLC pursuant to the Delaware Limited Liability Company Law; and

WHEREAS, the entity signing this Agreement desires to establish articles of governance for the Company pursuant to the Delaware Limited Liability Company Law in connection with forming such limited liability company;

NOW, THEREFORE, the entity signing this Agreement establishes the following:

ARTICLE I**Definitions**

1.1 Definitions. In this Agreement, the following terms shall have the meanings set forth below:

(a) "*Articles of Organization*" shall mean the Articles of Organization of the Company filed or to be filed with the Delaware Secretary of State, as they may from time to time be amended.

(b) "*Capital Account*" as of any date shall mean the Capital Contribution to the Company by a Member, adjusted as of such date pursuant to this Agreement.

(c) "*Capital Contribution*" shall mean any contribution by a Member to the capital of the Company in cash, property or Leasing rendered or a promissory note or other obligation to contribute cash or property or to render Leasing.

(d) "*Code*" shall mean the Internal Revenue Code of 1986, as amended, or any superseding federal revenue statute.

(e) "*Company*" shall refer to Kodak Aviation Leasing LLC.

(f) "*Delaware Act*" shall mean the Delaware Limited Liability Company Act.

(g) "*Distribution*" means any cash and other property paid to a Member by the Company from the operations of the Company.

(h) "*Fiscal Year*" shall mean the fiscal year of the Company, which shall be the year ending December 31.

(i) "*Membership Interests*" shall mean with respect to the Company the value of all Capital Contributions and with respect to any Member the ratio of the value of the Capital Contribution of such Member to the aggregate value of all Capital Contributions.

(j) "*Managers*" shall mean each individual listed in Exhibit A to this Agreement who currently holds the office of Assistant Treasurer, Treasurer or Secretary of the Eastman Kodak Company, any co-managers appointed by such individual, or, any other individual that succeeds him, her or them pursuant to this Agreement.

(k) "*Member*" shall mean the Eastman Kodak Company or any Person who or which executes a counterpart of this Agreement as a Member and each Person who or which may hereafter become a party to this Agreement.

(l) "*Net Losses*" shall mean the losses of the Company, if any, determined in accordance with generally accepted accounting principles employed under the cash method of accounting.

(m) "*Net Profits*" shall mean the income of the Company, if any, determined in accordance with generally accepted accounting principles employed under the cash method of accounting.

(n) "*Person*" shall mean any corporation, governmental authority, limited liability company, partnership, trust, unincorporated association or other entity.

(o) "*Selling Member*" shall mean a Member desiring to sell a Membership Interest.

(p) "*Treasury Regulations*" shall mean all proposed, temporary and final regulations promulgated under the Code as from time to time in effect.

ARTICLE II

Organization

2.1 **Formation.** One or more Persons has acted or will act as an organizer or organizers to form a limited liability company by preparing, executing and filing with the Delaware Secretary of State the Articles of Organization pursuant to the Delaware Act.

2.2 **Name.** The name of the Company is Kodak Aviation Leasing LLC.

2.3 Principal Place of Business. The principal place of business of the Company shall be located at c/o The Corporation Trust Company, One Commercial Plaza, Hartford, Connecticut 06103. The Company may establish any other places of business as the Managers may from time to time deem advisable.

2.4 Registered Agent. The Company's registered agent in Delaware shall be The Corporation Trust Company having a registered office at 1209 Orange Street, Wilmington, Delaware 19801. The registered agent may be changed from time to time by amending the Articles of Organization pursuant to the Delaware Act.

2.5 Foreign Qualifications. The Company shall qualify to do business as a foreign limited liability company in each jurisdiction in which the nature of its business requires such qualification. The Company will qualify to do business in Connecticut and the Company's registered agent in Connecticut shall be the Secretary of State of the State of Connecticut.

2.6 Term. The term of the Company shall be ninety-nine (99) years from the date of filing of the Articles of Organization with the Delaware Secretary of State, unless the Company is dissolved sooner pursuant to this Agreement or the Delaware Act.

2.7 Purposes. The Company is formed for any lawful business purpose or purposes, including, but not limited to, the leasing of one or more private jet airplanes or other aircraft for the Member and its affiliates.

ARTICLE III Members

3.1 Names and Addresses. The name and address of the initial Member is as set forth in Exhibit B to this Agreement.

3.2 Additional Members. A Person may be admitted as a member after the date of this Agreement upon the vote or written consent of a majority of Membership Interests.

3.3 Books and Records. The Company shall keep books and records of accounts and minutes of all meetings of the Members. Such books and records shall be maintained on a cash basis in accordance with this Agreement.

3.4 Information. Each Member may inspect during ordinary business hours and at the principal place of business of the Company the Articles of Organization, the Operating Agreement, the minutes of any meeting of the Members and any tax returns of the Company for the immediately preceding three Fiscal Years.

3.5 Limitation of Liability. Each Member's liability shall be limited as set forth in this Agreement, the Delaware Act and other applicable law. A Member shall not be personally liable for any indebtedness, liability or obligation of the Company, except that such Member shall remain personally liable for the payment of his or her Capital Contribution and as otherwise set forth in this Agreement, the Delaware Act and any other applicable law.

3.6 Sale of All Assets. The Members shall have the right, by the vote or written consent of at least two-thirds of all Membership Interests, to approve the sale, lease exchange or other disposition of all or substantially all of the assets of the Company.

3.7 Priority and Return of Capital. No Member shall have priority over any other Member, whether for the return of a Capital Contribution or for Net Profits, Net Losses or a Distribution; provided, however, that this Section shall not apply to a loan or other indebtedness (as distinguished from a Capital Contribution) made by a Member to the Company.

3.8 Liability of a Member to the Company. A Member who or which rightfully receives the return of any portion of a Capital Contribution is liable to the Company only to the extent now or hereafter provided by the Delaware Act. A Member who or which receives a Distribution made by the Company in violation of this Agreement or made when the Company's liabilities exceed its assets (after giving effect to such Distribution) shall be liable to the Company for the amount of such Distribution.

3.9 Financial Adjustments. No Members admitted after the date of this Agreement shall be entitled to any retroactive allocation of losses, income or expenses deductions incurred by the Company. The Manager may, at the discretion of the Manager, at the time a Member is admitted, close the books and records of the Company (as though the Fiscal Year had ended) or make pro rata allocations of loss, income and expense deductions to such Member for that portion of the Fiscal Year in which such Member was admitted in accordance with the Code.

ARTICLE IV

Management

4.1 Management. The Managers of the Company shall be the individuals bearing the titles of Assistant Treasurer, Treasurer or Secretary of the Eastman Kodak Company. The Managers, acting singly, shall have the right and authority to appoint one or more co-managers, each of whom shall be employees of the Eastman Kodak Company.

4.2 Number, tenure and Qualifications of Managers. The number of Managers of the Company may be amended from time to time by the vote or written consent of at least two-thirds of all Membership Interests. Each Manager shall hold office until the next annual meeting of Members or until a successor shall have been elected and qualified. Managers shall be elected by the vote or written consent of at least a majority of all Membership Interests and need not be residents of the State of Delaware or Members of the Company.

4.3 Powers of Managers. Except as set forth in this Agreement, the Managers shall have power and authority, on behalf of the Company to (a) purchase, lease or otherwise acquire from, or sell, lease or otherwise dispose of to, any Person, any property, (b) open bank accounts and otherwise invest the funds of the Company, (c) purchase insurance on the business and assets of the Company, (d) commence lawsuits and other proceedings, (e) enter into any agreement, instrument or other writing, (f) retain accountants, attorneys or other agents (g) pay any and all bills, charges or expenses incurred by the Company, and (h) take any other lawful action that the Managers consider necessary, convenient or advisable in connection with any business of the Company.

4.4 Binding Authority. Unless authorized to do so by this Agreement or the Managers in writing, no Person shall have any power or authority to bind the Company. No Person shall have any power or authority to bind the Company unless such Person has been authorized by the Managers to act on behalf of the Company in accordance with the immediately preceding sentence.

4.5 Liability for Certain Acts. The Managers shall perform their duties in good faith, in a manner he or she reasonably believes to be in the best interests of the Company and with such care as an ordinarily prudent person in a similar position would use under similar circumstances. A Manager who so performs such duties shall not have any liability by reason of being or having been a Manager. The Manager shall not be liable to the Company or any Member for any loss or damage sustained by the Company or any Member, unless the loss or damage shall have been the result of the gross negligence or willful misconduct of such Manager. Without limiting the generality of the preceding sentence, a Manager does not in any way guaranty the return of any Capital Contribution to a Member or a profit for the Members from the operations of the Company.

4.6 No Exclusive Duty to Company. The Managers shall not be required to manage the Company as their sole and exclusive function and they may have other business interests and may engage in other activities in addition to those relating to the Company. Neither the Company nor any Member shall have any right pursuant to this Agreement to share or participate in such other business interests or activities or to the income or proceeds derived therefrom. The Manager shall incur no liability to the Company or any Member as a result of engaging in any other business interests or activities.

4.7 Indemnification. The Company shall indemnify and hold harmless the Manager from and against all claims and demands to the maximum extent permitted under the Delaware Act.

4.8 Resignation. Any Manager may resign at any time by giving written notice to the Company. The resignation of any Manager shall take effect upon receipt of such notice or at any later time specified in such notice. Unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective. The resignation of the Manager who is also a Member shall not affect the Manager's rights as a Member and shall not constitute a withdrawal of a Member.

4.9 Removal. Any Manager may be removed or replaced with or without cause by the vote or written consent of at least a majority of Membership Interests. The removal of a Manager who is also a Member shall not affect the Manager's rights as a Member and shall not constitute a withdrawal of such Member.

4.10 Vacancies. Any vacancy occurring for any reason in the number of Managers may be filled by the vote or written consent of at least a majority of the remaining Managers then in office; provided, however, that if there are no remaining Managers, each vacancy shall be filled by the vote or written consent of at least a majority of the Membership Interests. A Manager elected to fill a vacancy shall be elected for the unexpired term of the Manager's predecessor in office and shall hold office until the expiration of such term and until the Manager's successor has been elected and qualified. A Manager chosen to fill a position resulting from an increase in the number of Managers shall hold office until the next annual meeting of Members and until a successor has been elected and qualified.

4.11 Salaries. The salaries and other compensation of the Managers shall be fixed from time to time by the vote or written consent of at least a majority of the Membership Interests. No Manager shall be prevented from receiving such a salary or other compensation because such Manager is also a Member.

4.12 Officers. The Managers may designate one or more individuals as officers of the Company, who shall have such titles and exercise and perform such powers and duties as shall be assigned to them from time to time by the Managers. Any officer may be removed by the Managers at any time, with or without cause. Each officer shall be an employee of the Eastman Kodak Company and hold office until his or her successor is elected and qualified. Any number of offices may be held by the same individual. The salaries and other compensation of the officers shall be fixed by the Managers.

ARTICLE V

Meetings of Members

5.1 Annual Meeting. The annual meeting of the Members shall be held on each third Tuesday in March or at such other time as shall be determined by the vote or written consent of the Membership Interests for the purpose of the transaction of any business as may come before such meeting.

5.2 Special Meetings. Special meetings of the Members, for any purpose or purposes, may be called by any Manager or any Member holding not less than ten percent of the Membership Interests.

5.3 Place of Meetings. Meetings of the Members may be held at any place, within or outside the State of Delaware, for any meeting of the Members designated in any notice of such meeting. If no such designation is made, the place of any such meeting shall be the principal office of the Company.

5.4 Notice of Meetings. Written notice stating the place, day and hour of the meeting indicating that it is being issued by or at the direction of the person or persons calling the meeting, stating the purpose or purposes for which the meeting is called shall be delivered no fewer than ten or more than sixty days before the date of the meeting.

5.5 Record Date. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or any adjournment of such meeting, or Members entitled to receive payment of any Distribution, or to make a determination of Members for any other purpose, the date on which notice of the meeting is mailed or the date on which the resolution declaring Distribution is adopted, as the case may be, shall be the record date for making such a determination. When a determination of Members entitled to vote at any meeting of Members has been made pursuant to this Section, the determination shall apply to any adjournment of the meeting.

5.6 Quorum. Members holding not less than a majority of all Membership Interests, represented in person or by proxy, shall constitute a quorum at any meeting of Members. In the absence of a quorum at any meeting of Members, a majority of the Membership Interests so represented may adjourn the meeting from time to time for a period not to exceed sixty days without further notice. However, if the adjournment is for more than sixty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at such meeting. At an adjourned meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed. The Members present at a meeting may continue to transact business until adjournment, notwithstanding the withdrawal during the meeting of Membership Interests whose absence results in less than a quorum being present.

5.7 Manner of Acting. If a quorum is present at any meeting, the vote or written consent of Members holding not less than a majority of Membership Interests shall be the act of the Members, unless the vote of a greater or lesser proportion or number is otherwise required by the Delaware Act, the Articles of Organization or this Agreement.

5.8 Proxies.

- (a) A Member may vote in person or by proxy executed in writing by the Member or by a duly authorized attorney-in-fact.
- (b) Every proxy must be signed by the Member or his or her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided in this Section.
- (c) The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by any Manager.
- (d) Except when other provision shall have been made by written agreement between the parties, the record holder of a Membership Interest which he, she or it holds as pledgee or otherwise as security or which belong to another, shall issue to the pledgor or to such owner of such Membership Interest, upon demand therefor and payment of necessary expenses thereof, a proxy to vote or take other action thereon.
- (e) A proxy which is entitled "irrevocable proxy" and which states that it is irrevocable, is irrevocable when it is held by (i) a pledgee, (ii) a Person who has purchased or agreed to purchase the shares, (iii) a creditor or creditors of the Company who extend or continue credit to the Company in consideration of the proxy if the proxy states that it was given in consideration of such extension or continuation of credit, the amount thereof, and the name of the person extending or continuing credit, (iv) a Person who has contracted to perform services as an officer of the corporation, if a proxy is required by the contract of employment, if the proxy states that it was given in consideration of such contract of employment, the name of the employee and the period of employment contracted for, or (v) a nominee of any of the Persons described in clauses (i)-(iv) of this sentence.

- (f) Notwithstanding a provision in a proxy stating that it is irrevocable, the proxy becomes revocable after the pledge is redeemed, or the debt of the Company is paid, or the period of employment provided for in the contract of employment has terminated and, in a case provided for in Section 5.8(e)(iii) or (iv) of this Agreement, becomes revocable three years after the date of the proxy or at the end of the period, if any, specified therein, whichever period is less, unless the period of irrevocability is renewed from time to time by the execution of a new irrevocable proxy as provided in this Section. This paragraph does not affect the duration of a proxy under paragraph (b) of this Section.
- (g) A proxy may be revoked, notwithstanding a provision making it irrevocable, by a purchaser of a Membership Interest without knowledge of the existence of such proxy.

5.9 Action by Members without a Meeting.

(a) Whenever the Members of the Company are required or permitted to take any action by vote, such action may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken shall be signed by the Members who hold the voting interests having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the Members entitled to vote therein were present and voted and shall be delivered to the office of the Company, its principal place of business or a Manager, employee or agent of the Company. Delivery made to the office of the Company shall be by hand or by certified or registered mail, return receipt requested.

(b) Every written consent shall bear the date of signature of each Member who signs the consent, and no written consent shall be effective to take the action referred to therein unless, within sixty days of the earliest dated consent delivered in the manner required by this Section to the Company, written consents signed by a sufficient number of Members to take the action are delivered to the office the Company, its principal place of business or a Manager, employee or agent of the Company having custody of the records of the Company. Delivery made to such office, principal place of business or Manager, employee or agent shall be by hand or by certified or registered mail, return receipt requested.

(c) Prompt notice of the taking of the action without a meeting by less than unanimous written consent shall be given to each Member who has not consented in writing but who would have been entitled to vote thereon had such action been taken at a meeting.

5.10 Waiver of Notice. Notice of a meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her.

5.11 Voting Agreement. An agreement between two or more Members, if in writing and signed by the parties thereto, may provide that in exercising any voting rights, the Membership Interest held by them shall be voted as therein provided, or as they may agree, or as determined in accordance with a procedure agreed upon by them.

ARTICLE VI

Capital Contributions

6.1 Capital Contributions. Each Member shall contribute the amount set forth in Exhibit B to this Agreement as the Capital Contribution to be made by him, her or it.

6.2 Additional Contributions. Except as set forth in Section 6.1 of this Agreement, no Member shall be required to make any Capital Contribution.

6.3 Capital Accounts. A Capital Account shall be maintained for each Member. Each Member's Capital Account shall be increased by the value of each Capital Contribution made by the Member, allocations to such Member of the Net Profits and any other allocations to such Member of income pursuant to the Code. Each Member's Capital Account will be decreased by the value of each Distribution made to the Member by the Company, allocations to such Member of Net Losses and other allocations to such Member pursuant to the Code.

6.4 Transfers. Upon a permitted sale or other transfer of a membership Interest in the Company, the Capital Account of the Member transferring his, her or its Membership Interests shall become the Capital Account of the Person to which or whom such Membership Interest is sold or transferred in accordance with Section 1.704-1(b) (2) (iv) of the Treasury Regulations.

6.5 Modifications. The manner in which Capital Accounts are to be maintained pursuant to this Section is intended to comply with the requirements of Section 704(b) of the Code. If in the opinion of the Managers the manner in which Capital Accounts are to be maintained pursuant to this Agreement should be modified to comply with Section 704(b) of the Code, then the method in which Capital Accounts are maintained shall be so modified; provided, however, that any change in the manner of maintaining Capital Accounts shall not materially alter the economic agreement between or among the Members.

6.6 Deficit Capital Account. Except as otherwise required in the Delaware Act or this Agreement, no Member shall have any liability to restore all or any portion of a deficit balance in a Capital Account.

6.7 Withdrawal or Reduction of Capital Contributions. A Member shall not receive from the Company any portion of its Capital Contribution until all indebtedness, liabilities of the Company, except any indebtedness, liabilities and obligations to Members on account of their Capital Contributions, have been paid or there remains property of the Company, in the sole discretion of the Managers, sufficient to pay them. A Member, irrespective of the nature of the Capital Contribution of such Member, has only the right to demand and receive cash in return for such Capital Contribution.

ARTICLE VII

Allocations and Distributions

7.1 Allocations of Profits and Losses. The Net Profits and the Net Losses for each Fiscal Year shall be allocated to each Member in accordance with the ratio of the value of his, her or its Capital Account to the value of all Capital Accounts in the aggregate.

7.2 Distributions. The Managers may from time to time, in the discretion of the Managers, make Distributions to the Members. All Distributions shall be made to the Members pro rata in proportion to their Membership Interests as of the record date set for such Distribution.

7.3 Offset. The Company may offset all amounts owing to the Company by a Member against any Distribution to be made to such Member.

7.4 Limitation Upon Distributions. No Distribution shall be declared and paid unless, after such Distribution is made, the assets of the Company are in excess of all liabilities of the Company.

7.5 Interest on and Return of Capital Contributions. No Member shall be entitled to interest on his, her or its Capital Contribution or to a return of his, her or its Capital Contribution, except as specifically set forth in this Agreement.

7.6 Accounting Period. The accounting period of the Company shall be the Fiscal Year.

ARTICLE VIII

Taxes

8.1 Tax Returns. The Managers shall cause to be prepared and filed all necessary federal and state income tax returns for the Company. Each member shall furnish to the Managers all pertinent information in its possession relating to Company operations that is necessary to enable the Company's income tax returns to be prepared and filed.

8.2 Tax Elections. The Company shall make the following elections on the appropriate tax returns:

- (a) To adopt the calendar year as the Fiscal Year;
- (b) To adopt the accrual method of accounting and keep the Company's books and records on the income tax method;
- (c) If a Distribution as described in Section 734 of the Code occurs or if a transfer of a Membership Interest described in Section 743 of the Code occurs, upon the written request of any Member, to elect to adjust the basis of the property of the Company pursuant to Section 754 of the Code;
- (d) To elect to amortize the organizational expenses of the Company and the start-up expenditures of the Company under Section 195 of the Code ratably over a period of sixty months as permitted by Section 709(b) of the Code; and
- (e) Any other election that the Managers may deem appropriate and in the best interests of the Members.

Neither the Company nor any Member may make an election for the Company to be excluded from the application of Subchapter K of Chapter 1 of Subtitle A of the Code or any similar provisions of applicable state law, and no provisions of this Agreement shall be interpreted to authorize any such election.

8.3 Tax Matters Partner. The Managers shall designate one Manager to be the "tax matters partner" of the Company pursuant to Section 6231(a)(7) of the Code. Any Manager who is designated a "tax matters partner" shall take any action as may be necessary to cause each other Member to become a "notice partner" within the meaning of Section 6223 of the Code.

ARTICLE IX

Transferability

9.1 General. Except as set forth in this Agreement, no member shall gift, sell, assign, pledge, hypothecate, exchange or otherwise transfer to another Person any portion of a Membership Interest.

9.2 Offer to Acquire. If a Member desires to sell a Membership Interest to another Person, such Member shall obtain from such Person a bona fide written offer to purchase such Membership Interest, stating the terms and conditions upon which the purchase is to be made. Such Member shall give written notification to the other Members of his, her or its intention to sell such Membership Interest and a copy of such bona fide written offer.

9.3 Right of First Refusal. Each Member other than the Selling Member, on a basis pro rata to the Membership Interests of each Member exercising his, her or its right of first refusal, shall have the right to exercise a right of first refusal to purchase all (but not less than all) of the Membership Interest proposed to be sold by the Selling Member upon the same terms and conditions as stated in the bona fide written offer by giving written notification to the Selling Member of his, her or its intention to do so within thirty days after receiving written notice from the Selling Member. The failure of any Member to so notify the Selling Member of a desire to exercise such right of first refusal within such thirty-day period shall result in the termination of such right of first refusal and the Selling Member shall be entitled to consummate the sale of his, her or its Membership Interest with respect to which such right of first refusal has not been exercised to the Person offering to do so pursuant to the bona fide written offer. If the Selling Member does not elect to sell his, her or its Membership Interest within thirty days after receiving the right to do so, his her or its right to do so terminates and the terms and conditions of this Section shall again be in effect.

9.4 Closing. If any Member gives written notice to the Selling Member of his, her or its desire to exercise such right of first refusal and to purchase all of the Selling Member's Interest upon the same terms and conditions as are stated in the written offer, such Member shall have the right to designate the time, date and place of closing within ninety days after receipt of written notification from the Selling Member of the bona fide offer.

9.5 Transferee Not a Member. No Person acquiring a Membership Interest pursuant to this Section other than a Member shall become a Member unless such Person is approved by the unanimous vote or written consent of all Membership Interests. If no such approval is obtained, such Person's Membership Interest shall only entitle such Person to receive the distributions and allocations of profits and losses to which the Member from whom or which such Person received such Membership Interest would be entitled. Any such approval may be subject to any terms and conditions imposed by the Members.

9.6 Effective Date. Any sale of a Membership Interest or admission of a Member pursuant to this Article shall be deemed effective as of the last day of the calendar month in which such sale or admission occurs.

ARTICLE X

Dissolution

10.1 Dissolution. The Company shall be dissolved and its affairs shall be wound up upon the first to occur of the following:

- (a) The latest date on which the Company is to dissolve, if any, as set forth in the Articles of Organization;
- (b) The vote or written consent of at least two-thirds in interest of all Members; or
- (c) The bankruptcy, death, dissolution, expulsion, incapacity or withdrawal of any Member or the occurrence of any other event that terminates the continued membership of any Member, unless within one hundred eighty days after such event the Company is continued by the vote or written consent of a majority in interest of all of the remaining Members.

10.2 Winding Up. Upon the dissolution of the Company the Managers may, in the name of and for an on behalf of the Company, prosecute and defend suits, whether civil, criminal or administrative, sell and close the Company's business, dispose of and convey the Company's property, discharge the Company's liabilities and distribute to the Members any remaining assets of the Company, all without affecting the liability of the Members. Upon winding up of the Company, the assets shall be distributed as follows:

- (a) To creditors, including any Member who is a creditor, to the extent permitted by law, in satisfaction of liabilities of the Company, whether by payment or by establishment of adequate reserves, other than liabilities for distributions to Members under the Delaware Act;
- (b) To Members and former Members in satisfaction of liabilities for Distributions under the Delaware Act; and
- (c) To Members, first for the return of their Capital Contributions, to the extent not previously returned, and second respecting their Membership Interests, in the proportions in which the Members share in Distributions in accordance with this Agreement.

10.3 Articles of Dissolution. Within ninety days following the dissolution and the commencement of winding up of the Company, or at any other time when there are no Members, articles of dissolution shall be filed with the Delaware Secretary of State pursuant of the Delaware Act;

10.4 Deficit Capital Account. Upon a liquidation of the Company within the meaning of Section 1.704-1(b)(2)(ii)(g) of the Treasury Regulations, if any Member has a Deficit Capital Account (after giving effect to all contributions, distributions, allocations and other adjustments for all Fiscal Years, including allocations and other adjustments for all Fiscal Years, including the Fiscal Year in which such liquidation occurs), the Member shall have no obligation to make any Capital Contribution, and the negative balance of any Capital Account shall not be considered a debt owned by the Member to the Company or to any other Person for any purpose.

10.5 Nonrecourse to other Members. Except as provided by applicable law or as expressly provided in this Agreement, upon dissolution, each Member shall receive a return of his, her or its capital contribution solely from the assets of the Company. If the assets of the Company remaining after the payment or discharge of the debts and liabilities of the Company is insufficient to return any Capital Contribution of any Member, such Member shall have no recourse against any other Member.

10.6 Termination. Upon completion of the dissolution, winding up, liquidation, and distribution of the assets of the Company, the Company shall be deemed terminated.

ARTICLE XI

General Provisions

11.1 Notices. Any notice, demand or other communication required or permitted to be given pursuant to this Agreement shall have been given for all purposes if (a) delivered personally to the party or to an executive officer of the party to whom such notice, demand or other communication is directed or (b) sent by registered or certified mail, postage prepaid, addressed to the Member or the Company at his, her or its address set forth in this Agreement. Except as otherwise provided in this Agreement, any such notice shall be deemed to be given three business days after the date on which it was deposited in a regularly maintained receptacle for the deposit of United States mail, addressed and sent as set forth in this Section.

11.2 Amendments. This Agreement contains the entire agreement among the Members with respect to the subject matter of this Agreement, and supersedes each course of conduct previously pursued or acquiesced in, and any oral agreement and representation previously made, by the Members with respect thereto, whether or not relied or acted upon. No course of performance or other conduct subsequently pursued or acquiesced in, and no oral agreement or representation subsequently made, by the Members, whether or not relied or acted upon, and no usage of trade, whether or not relied or acted upon, shall amend this Agreement or impair or otherwise affect any Members obligations pursuant to this Agreement or any rights and remedies of a Member pursuant to this Agreement. No amendment to this Agreement shall be effective unless made in a writing duly executed by all Members and specifically referring to each provision of this Agreement being amended.

11.3 Construction. Whenever the singular number is used in this Agreement and when required by the context, the same shall include the plural and vice versa, and the masculine gender shall include the feminine and neuter genders and vice versa.

11.4 Headings. The headings in this Agreement are for convenience only and shall not be used to interpret or construe any provision of this Agreement.

11.5 Waiver. No failure of a Member to exercise, and no delay by a Member in exercising, any right or remedy under this Agreement shall constitute a waiver of such right or remedy. No waiver by a member of any such right or remedy under this Agreement shall be effective unless made in a writing duly executed by all Members and specifically referring to each such right or remedy being waived.

11.6 Severability. Whenever possible, each provision of this Agreement shall be interpreted in such a manner as to be effective and valid under applicable law. However, if any provision of this Agreement shall be prohibited by or invalid under such law, it shall be deemed modified to conform to the minimum requirements of such law or, if for any reason it is not deemed so modified, it shall be prohibited or invalid only to the extent of such prohibition or invalidity without the remainder thereof or any other such provision being prohibited or invalid.

11.7 Binding. This Agreement shall be binding upon and inure to the benefit of all Members, and each of the successors and assignees or the Members, except that right or obligation of a Member under this Agreement may be assigned by such Member to another Person without first obtaining the written consent of all other Members.

11.8 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

11.9 Governing Law. This Agreement shall be governed by, and interpreted and construed in accordance with, the laws of the State of Delaware, without regard to principles of conflict of laws.

IN WITNESS WHEREOF, the entity signing this Agreement below conclusively evidences its establishment of the terms and conditions of this Agreement by so signing this Agreement.

EASTMAN KODAK COMPANY

By: David M. Pollock
David M. Pollock, Treasurer

BYLAWS
OF
OFOTO, INC.
(a Delaware corporation)

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BYLAWS

OF

OFOTO, INC.

(a Delaware corporation)

ARTICLE 1

Offices

1.1 Principal Office. The Board of Directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of Delaware.

1.2 Additional Offices. The Board of Directors (the "Board") may at any time establish branch or subordinate offices at any place or places.

ARTICLE 2

Meeting of Stockholders

2.1 Place of Meeting. All meetings of the stockholders for the election of directors shall be held at the principal office of the Corporation, at such place as may be fixed from time to time by the Board or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board and stated in the notice of the meeting. Meetings of stockholders for any purpose may be held at such time and place within or without the State of Delaware as the Board may fix from time to time and as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

2.2 Annual Meeting. Annual meetings of stockholders shall be held at such date and time as shall be designated from time to time by the Board and stated in the notice of the meeting. At such annual meetings, the stockholders shall elect a Board and transact such other business as may properly be brought before the meetings.

2.3 Special Meetings. Special meetings of the stockholders may be called for any purpose or purposes, unless otherwise prescribed by the statute or by the Certificate of Incorporation, at the request of the Board, the Chairman of the Board, the President or the holders of shares entitled to cast not less than ten percent (10%) of the votes at the meeting or such additional persons as may be provided in the certificate of incorporation or bylaws. Such request shall state the purpose or purposes of the proposed meeting. Upon request in writing that a special meeting of stockholders be called for any proper purpose, directed to the chairman of the board of directors, the president, the vice president or the secretary by any person (other than the board of directors) entitled to call a special meeting of stockholders, the person forthwith shall cause notice to be given to the stockholders entitled to vote that a meeting will be held at a time requested by the person or persons calling the meeting, such time not to be less than thirty-

five (35) nor more than sixty (60) days after receipt of the request. Such request shall state the purpose or purposes of the proposed meeting.

2.4 Notice of Meetings. Written notice of stockholders' meetings, stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called, shall be given to each stockholder entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days prior to the meeting.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

2.5 Business Matter of a Special Meeting. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

2.6 List of Stockholders. The officer in charge of the stock ledger of the Corporation or the transfer agent shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, at a place within the city where the meeting is to be held, which place, if other than the place of the meeting, shall be specified in the notice of the meeting. The list shall also be produced and kept at the place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present in person thereat.

2.7 Organization and Conduct of Business. The Chairman of the Board or, in his or her absence, the President of the Corporation or, in their absence, such person as the Board may have designated or, in the absence of such a person, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders and act as Chairman of the meeting. In the absence of the Secretary of the Corporation, the Secretary of the meeting shall be such person as the Chairman appoints.

The Chairman of any meeting of stockholders shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seems to him or her in order.

2.8 Quorum and Adjournments. Except where otherwise provided by law or the Certificate of Incorporation or these Bylaws, the holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented in proxy, shall constitute a quorum at all meetings of the stockholders. The stockholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment,

notwithstanding the withdrawal of enough stockholders to have less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If, however, a quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat who are present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

2.9 Voting Rights. Unless otherwise provided in the Certificate of Incorporation, each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder.

2.10 Majority Vote. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation or of these Bylaws, a different vote is required in which case such express provision shall govern and control the decision of such question.

2.11 Record Date for Stockholder Notice and Voting. For purposes of determining the stockholders entitled to notice of any meeting or to vote, or entitled to receive payment of any dividend or other distribution, or entitled to exercise any right in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of any such meeting nor more than sixty (60) days before any other action.

If the Board does not so fix a record date, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

2.12 Proxies. Every person entitled to vote for directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the stockholder's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the stockholder or the stockholder's attorney-in-fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven months from the date of the proxy, unless otherwise provided in the proxy.

2.13 Inspectors of Election. Before any meeting of stockholders the Board may appoint any person other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the Chairman of the meeting may, and on the request of any stockholder or a stockholder's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more stockholders or proxies, the holders of a majority of shares or their proxies present at the meeting shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the Chairman of the meeting may, and upon the request of any stockholder or a stockholder's proxy shall, appoint a person to fill that vacancy.

2.14 Action Without Meeting by Written Consent. All actions required to be taken at any annual or special meeting may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings or stockholders are recorded.

ARTICLE 3

Directors

3.1 Number; Qualifications. The authorized number of the directors shall be two (2). All directors shall be elected at the annual meeting or any special meeting of the stockholders, except as provided in Section 3.2 hereof, and each director so elected shall hold office until the next annual meeting or any special meeting or until his successor is elected and qualified or until his earlier resignation or removal. Directors need not be stockholders.

3.2 Resignation and Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors be increased. Vacancies may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, unless otherwise provided in the Certificate of Incorporation. The stockholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board shall have power to elect a successor to take office when the resignation is to become effective. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

3.3 Removal of Directors. Unless otherwise restricted by statute, the Certificate of Incorporation or these Bylaws, any director or the entire Board may be removed, with or without cause, by the holders of at least a majority of the shares entitled to vote at an election of directors.

3.4 Powers. The business of the Corporation shall be managed by or under the direction of the Board which may exercise all such powers of the Corporation and do all such lawful acts

and things which are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Certificate of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service;

(b) Confer upon any office the power to appoint, remove and suspend subordinate officers, employees and agents;

(c) Change the principal executive office or the principal business office in the State of California or any other state from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or without the State of California; and designate any place within or without the State of California for the holding of any stockholders meeting, or meetings, including annual meetings;

(d) Adopt, make, and use a corporate seal; prescribe the forms of certificates of stock; and alter the form of the seal and certificates;

(e) Authorize the issuance of shares of stock of the Corporation on any lawful terms, in consideration of money paid, labor done, services actually rendered, debts or securities canceled, tangible or intangible property actually received;

(f) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities;

(g) Declare dividends from time to time in accordance with law;

(h) Adopt from time to time such stock option, stock purchase, bonus or other compensation plans for directors, officers, employees and agents of the Corporation and its subsidiaries as it may determine; and

(i) Adopt from time to time regulations not inconsistent with these Bylaws for the management of the Corporation's business and affairs.

3.5 Place of Meetings. The Board may hold meetings, both regular and special, either within or without the State of Delaware.

3.6 Annual Meetings. The annual meetings of the Board shall be held immediately following the annual meeting of stockholders, and no notice of such meeting shall be necessary to the Board, provided a quorum shall be present. The annual meetings shall be for the purposes of organization, and an election of officers and the transaction of other business.

3.7 Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as may be determined from time to time by the Board.

3.8 Special Meetings. Special meetings of the Board may be called by the Chairman of the Board, the President, a Vice President or a majority of the Board upon one (1) day's notice to each director.

3.9 Quorum and Adjournments. At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may otherwise be specifically provided by law or the Certificate of Incorporation. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting at which the adjournment is taken, until a quorum shall be present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved of by at least a majority of the required quorum for that meeting.

3.10 Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

3.11 Telephone Meetings. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any member of the Board or any committee may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

3.12 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.13 Fees and Compensation of Directors. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

3.14 Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and also of its subsidiary corporations, domestic or

foreign. Such inspection by a director may be made in person or by agent or attorney and includes the right to copy and obtain extracts.

ARTICLE 4

Committees of Directors

4.1 Selection. The Board may, by resolution passed by a majority of the entire Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

4.2 Power. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Certificate of Incorporation (except that a committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the Board as provided in Section 151(a) of the General Corporation Law of Delaware, fix any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation), adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, removing or indemnifying directors or amending the Bylaws of the Corporation; and, unless the resolution or the Certificate of Incorporation expressly so provides, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock or to adopt a certificate of ownership and merger. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board.

4.3 Committee Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

ARTICLE 5

Officers

5.1 Officers Designated. The officers of the Corporation shall be chosen by the Board and shall be a President, a Secretary and a Treasurer. The Board may also choose a Chairman of

the Board, one or more Vice Presidents, and one or more assistant Secretaries and assistant Treasurers. Any number of offices may be held by the same person, unless the Certificate of Incorporation or these Bylaws otherwise provide.

5.2 Appointment of Officers. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 5.3 or 5.5 hereof, shall be appointed by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

5.3 Subordinate Officers. The Board may appoint, and may empower the President to appoint, such other officers and agents as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

5.4 Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

5.5 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointment to that office.

5.6 Compensation. The salaries of all officers of the Corporation shall be fixed from time to time by the Board and no officer shall be prevented from receiving a salary because he is also a director of the Corporation.

5.7 The Chairman of the Board. The Chairman of the Board, if such an officer be elected, shall, if present, perform such other powers and duties as may be assigned to him from time to time by the Board. If there is no President, the Chairman of the Board shall also be the Chief Executive Officer of the Corporation and shall have the powers and duties prescribed in Section 5.8 hereof.

5.8 The President. Subject to such supervisory powers, if any, as may be given by the Board to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the Corporation, shall preside at all meetings of the stockholders and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He or she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing

and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

5.9 The Vice President. The Vice President (or in the event there be more than one, the Vice Presidents in the order designated by the directors, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his disability or refusal to act, perform the duties of the President, and when so acting, shall have the powers of and subject to all the restrictions upon the President. The Vice President(s) shall perform such other duties and have such other powers as may from time to time be prescribed for them by the Board, the President, the Chairman of the Board or these Bylaws.

5.10 The Secretary. The Secretary shall attend all meetings of the Board and the stockholders and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the standing committees, when required. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and special meetings of the Board, and shall perform such other duties as may from time to time be prescribed by the Board, the Chairman of the Board or the President, under whose supervision he or she shall act. The Secretary shall have custody of the seal of the Corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant Secretary. The Board may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his or her signature. The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the Corporation's transfer agent or registrar, as determined by resolution of the Board, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same and the number and date of cancellation of every certificate surrendered for cancellation.

5.11 The Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board (or in the absence of any designation, in the order of their election) shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board.

5.12 The Treasurer. The Treasurer shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings, or when the Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

5.13 The Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order designated by the Board (or in the absence of any designation, in the order of their election) shall, in the absence of the Treasurer or in the event of

his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board.

ARTICLE 6

Indemnification of Directors, Officers, Employees and Other Agents

6.1 Indemnification of Directors and Officers. The corporation shall, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, indemnify each of its directors and officers against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Section 6.1, a "director" or "officer" of the corporation includes any person (i) who is or was a director or officer of the corporation, (ii) who 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, or (iii) who was a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.2 Indemnification of Others. The corporation shall have the power, to the maximum extent and in the manner permitted by the General Corporation Law of Delaware, to indemnify each of its employees and agents (other than directors and officers) against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, arising by reason of the fact that such person is or was an agent of the corporation. For purposes of this Section 6.2, an "employee" or "agent" of the corporation (other than a director or officer) includes any person (i) who is or was an employee or agent of the corporation, (ii) who is or was serving at the request of the corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

6.3 Payment Of Expenses In Advance. Expenses incurred in defending any action or proceeding for which indemnification is required pursuant to Section 6.1 hereof or for which indemnification is permitted pursuant to Section 6.2 hereof following authorization thereof by the Board of Directors shall be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the indemnified party to repay such amount if it shall ultimately be determined that the indemnified party is not entitled to be indemnified as authorized in this Article 6.

6.4 Indemnity Not Exclusive. The indemnification provided by this Article 6 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to

the extent that such additional rights to indemnification are authorized in the certificate of incorporation.

6.5 Insurance. The corporation may 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 or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the General Corporation Law of Delaware.

6.6 Conflicts. No indemnification or advance shall be made under this Article 6, except where such indemnification or advance is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where it appears:

(a) That it would be inconsistent with a provision of the certificate of incorporation, these Bylaws, a resolution of the stockholders or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

ARTICLE 7

Stock Certificates

7.1 Certificates for Shares. The shares of the Corporation shall be represented by certificates or shall be uncertificated. Certificates shall be signed by, or in the name of the Corporation by, the Chairman of the Board, or the President or a Vice President and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation.

Within a reasonable time after the issuance or transfer of uncertificated stock, the Corporation shall send to the registered owner thereof a written notice containing the information required by the General Corporation Law of the State of Delaware or a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

7.2 Signatures on Certificates. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

7.3 Transfer of Stock. Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate of shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions from the registered owner of uncertificated share, such uncertificated shares shall be canceled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the Corporation.

7.4 Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a percent registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

7.5 Record Date. In order that the Corporation may determine the stockholders of record who are entitled to receive notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or to exercise any rights in respect of any change, conversion, or exchange of stock or for the purpose of any lawful action, the Board may fix, in advance, a record date which shall not be more than sixty (60) nor less than ten (10) days prior to the date of such meeting, nor more than sixty (60) days prior to the date of any other action. A determination of stockholders of record entitled to notice or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

7.6 Lost, Stolen or Destroyed Certificates. The Board may direct that a new certificate or certificates be issued to replace any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing the issue of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of the lost, stolen or destroyed certificate or certificates, or his or her legal representative, to advertise the same in such manner as it shall require, and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

ARTICLE 8

Notices

8.1 Notice. Whenever, under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, notice is required to be given to any director or stockholder it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the

time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram or telephone.

8.2 Waiver. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE 9

General Provisions

9.1 Dividends. Dividends upon the capital stock of the Corporation, subject to any restrictions contained in the General Corporation Laws of Delaware or the provisions of the Certificate of Incorporation, if any, may be declared by the Board at any regular or special meeting. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

9.2 Dividend Reserve. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

9.3 Annual Statement. The Board shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the Corporation.

9.4 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

9.5 Corporate Seal. The Board may provide a suitable seal, containing the name of the Corporation, which seal shall be in charge of the Secretary. If and when so directed by the Board or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

9.6 Execution of Corporate Contracts and Instruments. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation; such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

ARTICLE 10

Amendments

In addition to the right of the stockholders of the corporation to make, alter, amend, change, add to or repeal the bylaws of the corporation, the Board of Directors shall have the power (without the assent or vote of the stockholders) to make, alter, amend, change, add to or repeal the bylaws of the corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

1. That I am the duly elected, acting and qualified Secretary of Ofoto, Inc., a Delaware corporation; and
2. That the foregoing Bylaws, comprising 15 pages, constitute the Bylaws of such corporation as duly adopted by action of the sole incorporator of such corporation pursuant to written consent dated July 7, 1999.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of July, 1999.


Kamran Mohesenin, Secretary

Amendment to Bylaws
Approved on January 13, 2000

RESOLVED, that Section 3.1 of the Bylaws of the Company is hereby amended and restated in its entirety with the following:

"The authorized number of directors shall be four (4). All directors shall be elected at the annual meeting or any special meeting of the stockholders, except as provided in Section 3.2 hereof, and each director so elected shall hold office until the next annual meeting or any special meeting or until his successor is elected and qualified or until his earlier resignation or removal. Directors need not be stockholders."

EXHIBIT B

Amendment to Bylaws
Approved on May 30, 2000

RESOLVED, that Section 3.1 of the Bylaws of the Company is hereby amended and restated in its entirety with the following:

"The authorized number of directors shall be five (5). All directors shall be elected at the annual meeting or any special meeting of the stockholders, except as provided in Section 3.2 hereof, and each director so elected shall hold office until the next annual meeting or any special meeting or until his successor is elected and qualified or until his earlier resignation or removal. Directors need not be stockholders."

Current By-Laws as of June 8, 1976

EXHIBIT B

BY—LAWS

OF

KODAK (NEAR EAST) INC.
(Formed under the laws of the State of New York)

ARTICLE I
SHAREHOLDERS

SECTION 1. Annual Meeting. A meeting of shareholders shall be held annually for the election of directors and the transaction of other business on the second Tuesday in June, or, if it be a public holiday, on the next succeeding business day.

SECTION 2. Special Meetings. Special meetings of the shareholders may be called by the Board of Directors or, subject to the control of the Board, by the President and shall be called by the Board upon the written request of the holders of record of a majority of the outstanding shares of the Corporation entitled to vote at the meeting requested to be called.

SECTION 3. Place of Meetings. Meetings of shareholders shall be held at such place, within or without the State of New York, as may be fixed by the Board of Directors. If no place is so fixed, such meetings shall be held at the office of the Corporation in the State of New York.

SECTION 4. Notice of Meeting. Notice of each meeting of shareholders shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.

A copy of the notice of each meeting shall be given, personally or by first class mail, not less than ten nor more than fifty days before the date of the meeting, to each shareholder entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, then directed to him at such other address.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

SECTION 5. Waiver of Notice. Notice of meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

SECTION 6. Qualification of Voters. Unless otherwise provided in the certificate of incorporation, every shareholder of record shall be entitled to every meeting of shareholders to one vote for every share standing in his name on the record of shareholders.

Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent or proxy as the by-laws of such corporation may provide, or, in the absence of such provisions, as the board of directors of such corporation may determine.

SECTION 7. Quorum of Shareholders. The holders of a majority of the shares entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business.

When a quorum is once present to organize a meeting, it is not broken by a subsequent withdrawal of any shareholders.

The shareholders who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

SECTION 8. Proxies. Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

SECTION 9. Vote or Consent of Shareholders. Directors shall, except as otherwise required by law, be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election.

Whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon. Written consent thus given by the holders of all outstanding shares entitled to vote shall have the same effect as a unanimous vote of shareholders.

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 1. Power of Board and Qualification of Directors.

The business of the Corporation shall be managed by the Board of Directors. Each director shall be at least twenty-one years of age.

SECTION 2. Number of Directors. The number of directors constituting the entire Board of Directors shall be the number, not less than three, fixed from time to time by a majority of the total number of directors which the Corporation would have, prior to any increase or decrease, if there were no vacancies. Until otherwise fixed by the directors, the number of directors constituting the entire Board shall be five.

SECTION 3. Election and Term of Directors. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified.

SECTION 4. Quorum of Directors. One-third of the entire Board of Directors shall constitute a quorum for the transaction of business.

SECTION 5. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year promptly after the annual meeting of shareholders. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President, the Secretary or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the office of the Corporation in Rochester, Monroe County, New York.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail two days prior to the meeting or by telegram, written message or orally to the director one day prior to the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 6. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by shareholders may be filled by vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring as a result of the removal of directors by shareholders shall be filled by the shareholders. A director elected to fill a vacancy, unless elected by the shareholders, shall hold office until the next meeting of shareholders at which the election of directors is in the regular order of business, and until his successor has been elected and qualified.

SECTION 7. Indemnification. Any person made, or threatened to be made, a party to any action or proceeding whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or serves or served any other corporation in any capacity at the request of the Corporation shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

For purposes of this SECTION 7, the Corporation may consider the term "Corporation" to include any corporation which has merged or consolidated into the Corporation or of which the Corporation has acquired all or substantially all the assets in a transaction requiring approval by the shareholders of the corporation whose assets were acquired.

The foregoing provisions of this SECTION 7 shall apply in respect of all alleged or actual causes of action accrued before, on or after September 1, 1963, except that, as to any such cause of action which accrued before such date, the Corporation may provide, and any person concerned shall be entitled to, indemnification under and pursuant to any by-law or provision of the certificate of incorporation of the Corporation, statutory provision, or principle of common law, in effect prior to such date, all to the extent permitted by law.

**ARTICLE III
OFFICERS**

SECTION 1. Officers. The Board of Directors, as soon as may be practicable after the annual election of directors, shall elect a President, a Secretary and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person, except that the same person may not hold the offices of President and Secretary, unless all of the stock of the Corporation is owned by one person.

SECTION 2. Term of Office and Removal. Each officer shall hold office for the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the meeting of the Board following the next annual meeting of shareholders. Any officer may be removed by the Board, with or without cause, at any time.

SECTION 3. Powers and Duties. The officers of the Corporation shall have such authority and perform such duties in the management of the Corporation, as may be prescribed by the Board of Directors and, to the extent not so prescribed, they shall have such authority and perform such duties in the management of the Corporation, subject to the control of the Board, as generally pertain to their respective offices. Securities of other corporations held by the Corporation may be voted by any officer designated by the Board and, in the absence of any such designation, by the President, and Vice-President, the Secretary or the Treasurer. The Board may require any officer, agent or employee to give security for the faithful performance of his duties.

SECTION 4. Books and Records. The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Corporation as except as conferred by statute or as so authorized by the Board.

SECTION 5. Checks, Notes, etc. All checks and drafts on, and withdrawals from, the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, indorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

**ARTICLE IV
FORMS OF CERTIFICATES**

SECTION 1. Forms of Share Certificates. The shares of the Corporation shall be represented by certificates, in such forms as the Board of Directors may prescribe, signed by the Chairman or a Vice-Chairman of the Board or the President or a Vice-President and the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and may be sealed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue.

**ARTICLE V
OTHER MATTERS**

SECTION 1. Corporate Seal. The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and, authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

SECTION 3. Amendments. By-laws of the Corporation may be adopted, amended or repealed by vote of the holders of the shares at the time entitled to vote in the election of any directors. By-laws may also be adopted, amended or repealed by the Board of Directors, but any by-law adopted by the Board may be amended or repealed by the shareholders entitled to vote thereon as hereinabove provided.

EXHIBIT B

Current By-Laws as of June 8, 1976

BY—LAWS

OF
KODAK PHILIPPINES, LTD.

(Formed under the laws of the State of New York)

ARTICLE I
SHAREHOLDERS

SECTION 1. Annual Meeting. A meeting of shareholders shall be held annually for the election of directors and the transaction of other business on the second Tuesday in June, or, if it be a public holiday, on the next succeeding business day.

SECTION 2. Special Meetings. Special meetings of the shareholders may be called by the Board of Directors or, subject to the control of the Board, by the President and shall be called by the Board upon the written request of the holders of record of a majority of the outstanding shares of the Corporation entitled to vote at the meeting requested to be called.

SECTION 3. Place of Meetings. Meetings of shareholders shall be held at such place, within or without the State of New York, as may be fixed by the Board of Directors. If no place is so fixed, such meetings shall be held at the office of the Corporation in the State of New York.

SECTION 4. Notice of Meeting. Notice of each meeting of shareholders shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.

A copy of the notice of each meeting shall be given, personally or by first class mail, not less than ten nor more than fifty days before the date of the meeting, to each shareholder entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, then directed to him at such other address.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

SECTION 5. Waiver of Notice. Notice of meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

SECTION 6. Qualification of Voters. Unless otherwise provided in the certificate of incorporation, every shareholder of record shall be entitled to every meeting of shareholders to one vote for every share standing in his name on the record of shareholders.

Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent or proxy as the by-laws of such corporation may provide, or, in the absence of such provisions, as the board of directors of such corporation may determine.

SECTION 7. Quorum of Shareholders. The holders of a majority of the shares entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business.

When a quorum is once present to organize a meeting, it is not broken by a subsequent withdrawal of any shareholders.

The shareholders who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

SECTION 8. Proxies. Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

SECTION 9. Vote or Consent of Shareholders. Directors shall, except as otherwise required by law, be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election.

Whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon. Written consent thus given by the holders of all outstanding shares entitled to vote shall have the same effect as a unanimous vote of shareholders.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. Power of Board and Qualification of Directors. The business of the Corporation shall be managed by the Board of Directors. Each director shall be at least twenty-one years of age.

SECTION 2. Number of Directors. The number of directors constituting the entire Board of Directors shall be the number, not less than three, fixed from time to time by a majority of the total number of directors which the Corporation would have, prior to any increase or decrease, if there were no vacancies. Until otherwise fixed by the directors, the number of directors constituting the entire Board shall be five.

SECTION 3. Election and Term of Directors. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified.

SECTION 4. Quorum of Directors. One-third of the entire Board of Directors shall constitute a quorum for the transaction of business.

SECTION 5. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year promptly after the annual meeting of shareholders. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President, the Secretary or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the office of the Corporation in Rochester, Monroe County, New York.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail two days prior to the meeting or by telegram, written message or orally to the director one day prior to the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 6. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by shareholders may be filled by vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring as a result of the removal of directors by shareholders shall be filled by the shareholders. A director elected to fill a vacancy, unless elected by the shareholders, shall hold office until the next meeting of shareholders at which the election of directors is in the regular order of business, and until his successor has been elected and qualified.

SECTION 7. Indemnification. Any person made, or threatened to be made, a party to any action or proceeding whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or serves or served any other corporation in any capacity at the request of the Corporation shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

For purposes of this SECTION 7, the Corporation may consider the term "Corporation" to include any corporation which has merged or consolidated into the Corporation or of which the Corporation has acquired all or substantially all the assets in a transaction requiring approval by the shareholders of the corporation whose assets were acquired.

The foregoing provisions of this SECTION 7 shall apply in respect of all alleged or actual causes of action accrued before, on or after September 1, 1963, except that, as to any such cause of action which accrued before such date, the Corporation may provide, and any person concerned shall be entitled to, indemnification under and pursuant to any by-law or provision of the certificate of incorporation of the Corporation, statutory provision, or principle of common law, in effect prior to such date, all to the extent permitted by law.

**ARTICLE III
OFFICERS**

SECTION 1. Officers. The Board of Directors, as soon as may be practicable after the annual election of directors, shall elect a President, a Secretary and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person, except that the same person may not hold the offices of President and Secretary, unless all of the stock of the Corporation is owned by one person.

SECTION 2. Term of Office and Removal. Each officer shall hold office for the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the meeting of the Board following the next annual meeting of shareholders. Any officer may be removed by the Board, with or without cause, at any time.

SECTION 3. Powers and Duties. The officers of the Corporation shall have such authority and perform such duties in the management of the Corporation, as may be prescribed by the Board of Directors and, to the extent not so prescribed, they shall have such authority and perform such duties in the management of the Corporation, subject to the control of the Board, as generally pertain to their respective offices. Securities of other corporations held by the Corporation may be voted by any officer designated by the Board and, in the absence of any such designation, by the President, and Vice-President, the Secretary or the Treasurer. The Board may require any officer, agent or employee to give security for the faithful performance of his duties.

SECTION 4. Books and Records. The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Corporation as except as conferred by statute or as so authorized by the Board.

SECTION 5. Checks, Notes, etc. All checks and drafts on, and withdrawals from, the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, indorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

ARTICLE IV FORMS OF CERTIFICATES

SECTION 1. Forms of Share Certificates. The shares of the Corporation shall be represented by certificates, in such forms as the Board of Directors may prescribe, signed by the Chairman or a Vice-Chairman of the Board or the President or a Vice-President and the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and may be sealed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue.

**ARTICLE V
OTHER MATTERS**

SECTION 1. Corporate Seal. The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and , authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

SECTION 3. Amendments. By-laws of the Corporation may be adopted, amended or repealed by vote of the holders of the shares at the time entitled to vote in the election of any directors. By-laws may also be adopted, amended or repealed by the Board of Directors, but any by-law adopted by the Board may be amended or repealed by the shareholders entitled to vote thereon as hereinabove provided.

EXHIBIT BCurrent by-laws as of
April 13, 1992

BY-LAWS

OF

KODAK PORTUGUESA LIMITED

(Formed under the laws of the State of New York)

**ARTICLE I
SHAREHOLDERS**

SECTION 1. Annual Meeting. A meeting of stockholders shall be held annually for the election of directors and the transaction of other business on the second *Tuesday* in *June*, or, if it be a public holiday, on the next succeeding business day.

SECTION 2. Special Meetings. Special meetings of shareholders may be called by the Board of Directors or, subject to the control of the Board, by the President and shall be called by the Board upon the written request of the holders of record of a majority of the outstanding shares of the Corporation entitled to vote at the meeting requested to be called.

SECTION 3. Place of Meetings. Meetings of shareholders shall be held at such place, within or without the State of New York, as may be fixed by the Board of Directors. If no place is so fixed, such meetings shall be held at the office of the Corporation in the State of New York.

SECTION 4. Notice of Meetings. Notice of each meeting of shareholders shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.

A copy of the notice of each meeting shall be given, personally or by first class mail, not less than ten nor more than fifty days before the date of the meeting, to each shareholder entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, then directed to him at such other address.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

SECTION 5. Waiver of Notice. Notice of meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

SECTION 6. Qualification of Voters. Unless otherwise provided in the certificate of incorporation, every shareholder of record shall be entitled at every meeting of shareholders to one vote for every share standing in his name on the record of shareholders.

Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent or proxy as the by-laws of such corporation may provide, or, in the absence of such provision, as the board of directors of such corporation may determine.

SECTION 7. Quorum of Shareholders. The holders of a majority of the shares entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

The shareholders who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

SECTION 8. Proxies. Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

SECTION 9. Vote or Consent of Shareholders. Directors shall, except as otherwise required by law, be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election.

Whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon. Written consent thus given by the holders of all outstanding shares entitled to vote shall have the same effect as a unanimous vote of shareholders.

**ARTICLE II
BOARD OF DIRECTORS**

SECTION 1. Power of Board and Qualification of Directors. The business of the Corporation shall be managed by the Board of Directors. Each director shall be at least twenty-one years of age.

SECTION 2. Number of Directors. Unless otherwise fixed by the director(s), the number of directors constituting the entire Board shall be two.

SECTION 3. Election and Term of Directors. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified.

SECTION 4. Quorum of Directors. One-third of the entire Board of Directors shall constitute a quorum for the transaction of business.

SECTION 5. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year promptly after the annual meeting of shareholders. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President, the Secretary or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the office of the Corporation in Rochester, Monroe County, New York.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail two days prior to the meeting or by telegram, written message or orally to the director one day prior to the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 6. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by shareholders may be filled by vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring as a result of the removal of directors by shareholders shall be filled by the shareholders. A director elected to fill a vacancy, unless elected by the shareholders, shall hold office until the

next meeting of shareholders at which the election of directors is in the regular order of business, and until his successor has been elected and qualified.

SECTION 7. Indemnification. Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or serves or served any other corporation in any capacity at the request of the Corporation shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

For purposes of this SECTION 7, the Corporation may consider the term "Corporation" to include any corporation which has merged or consolidated into the Corporation or of which the Corporation has acquired all or substantially all the assets in a transaction requiring approval by the shareholders of the corporation whose assets were acquired.

The foregoing provisions of this SECTION 7 shall apply in respect of all alleged or actual causes of action accrued before, on or after September 1, 1963, except that, as to any such cause of action which accrued before such date, the Corporation may provide, and any person concerned shall be entitled to, indemnification under and pursuant to any by-law or provision of the certificate of incorporation of the Corporation, statutory provision, or principle of common law, in effect prior to such date, all to the extent permitted by law.

ARTICLE III OFFICERS

SECTION 1. Officers. The Board of Directors, as soon as may be practicable after the annual election of directors, shall elect a President, a Secretary and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person, except

that the same person may not hold the offices of President and Secretary, unless all of the stock of the Corporation is owned by one person.

SECTION 2. Term of Office and Removal. Each officer shall hold office for the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the meeting of the Board following the next annual meeting of shareholders. Any officer may be removed by the Board, with or without cause, at any time.

SECTION 3. Powers and Duties. The officers of the Corporation shall have such authority and perform such duties in the management of the Corporation, as may be prescribed by the Board of Directors and, to the extent not so prescribed, they shall have such authority and perform such duties in the management of the Corporation, subject to the control of the Board, as generally pertain to their respective offices. Securities of other corporations held by the Corporation may be voted by any officer designated by the Board and, in the absence of any such designation, by the President, any Vice-President, the Secretary or the Treasurer. The Board may require any officer, agent or employee to give security for the faithful performance of his duties.

SECTION 4. Books and Records. The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Corporation except as conferred by statute or as so authorized by the Board.

SECTION 5. Checks, Notes, etc. All checks and drafts on, and withdrawals from, the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

**ARTICLE IV
FORMS OF CERTIFICATES**

SECTION 1. Forms of Share Certificates. The shares of the Corporation shall be represented by certificates, in such forms as the Board of Directors may prescribe, signed by the Chairman or a Vice-Chairman of the Board or the President or a Vice-President and the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and may be sealed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue.

**ARTICLE V
OTHER MATTERS**

SECTION 1. Corporate Seal. The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

SECTION 3. Amendments. By-laws of the Corporation may be adopted, amended or repealed by vote of the holders of the shares at the time entitled to vote in the election of any directors. By-laws may also be adopted, amended or repealed by the Board of Directors, but any by-laws adopted by the Board may be amended or repealed by the shareholders entitled to vote thereon as hereinabove provided.

EXHIBIT B

BY—LAWS

OF

EASTMAN KODAK COMMUNICATIONS, INC.
(Formed under the laws of the State of New York)

ARTICLE I

SHAREHOLDERS

SECTION 1. Annual Meeting. A meeting of shareholders shall be held annually for the election of directors and the transaction of other business on the second Tuesday in June, or, if it be a public holiday, on the next succeeding business day.

SECTION 2. Special Meetings. Special meetings of the shareholders may be called by the Board of Directors or, subject to the control of the Board, by the President and shall be called by the Board upon the written request of the holders of record of a majority of the outstanding shares of the Corporation entitled to vote at the meeting requested to be called.

SECTION 3. Place of Meetings. Meetings of shareholders shall be held at such place, within or without the State of New York, as may be fixed by the Board of Directors. If no place is so fixed, such meetings shall be held at the office of the Corporation in the State of New York.

SECTION 4. Notice of Meeting. Notice of each meeting of shareholders shall be given in writing and shall state the place, date and hour of the meeting and the purpose or purposes for which the meeting is called. Notice of a special meeting shall indicate that it is being issued by or at the direction of the person or persons calling or requesting the meeting.

A copy of the notice of each meeting shall be given, personally or by first class mail, not less than ten nor more than fifty days before the date of the meeting, to each shareholder entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, then directed to him at such other address.

When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

SECTION 5. Waiver of Notice. Notice of meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

SECTION 6. Qualification of Voters. Unless otherwise provided in the certificate of incorporation, every shareholder of record shall be entitled to every meeting of shareholders to one vote for every share standing in his name on the record of shareholders.

Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent or proxy as the by-laws of such corporation may provide, or, in the absence of such provisions, as the board of directors of such corporation may determine.

SECTION 7. Quorum of Shareholders. The holders of a majority of the shares entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business.

When a quorum is once present to organize a meeting, it is not broken by a subsequent withdrawal of any shareholders.

The shareholders who are present in person or by proxy and who are entitled to vote may, by a majority of votes cast, adjourn the meeting despite the absence of a quorum.

SECTION 8. Proxies. Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

SECTION 9. Vote or Consent of Shareholders. Directors shall, except as otherwise required by law, be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election.

Whenever any corporate action, other than the election of directors, is to be taken by vote of the shareholders, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all outstanding shares entitled to vote thereon. Written consent thus given by the holders of all outstanding shares entitled to vote shall have the same effect as a unanimous vote of shareholders.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. Power of Board and Qualification of Directors. The business of the Corporation shall be managed by the Board of Directors. Each director shall be at least twenty-one years of age.

SECTION 2. Number of Directors. The number of directors constituting the entire Board of Directors shall be the number, not less than three, fixed from time to time by a majority of the total number of directors which the Corporation would have, prior to any increase or decrease, if there were no vacancies. Until otherwise fixed by the directors, the number of directors constituting the entire Board shall be five.

SECTION 3. Election and Term of Directors. At each annual meeting of shareholders, directors shall be elected to hold office until the next annual meeting and until their successors have been elected and qualified.

SECTION 4. Quorum of Directors. One-third of the entire Board of Directors shall constitute a quorum for the transaction of business.

SECTION 5. Meetings of the Board. An annual meeting of the Board of Directors shall be held in each year promptly after the annual meeting of shareholders. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President, the Secretary or any two directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the office of the Corporation in Rochester, Monroe County, New York.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

No notice need be given of annual or regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director either by mail two days prior to the meeting or by telegram, written message or orally to the director one day prior to the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 6. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors by shareholders may be filled by vote of a majority of the directors then in office, although less than a quorum exists. Vacancies occurring as a result of the removal of directors by shareholders shall be filled by the shareholders. A director elected to fill a vacancy, unless elected by the shareholders, shall hold office until the next meeting of shareholders at which the election of directors is in the regular order of business, and until his successor has been elected and qualified.

SECTION 7. Indemnification. Any person made, or threatened to be made, a party to any action or proceeding whether civil or criminal, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or serves or served any other corporation in any capacity at the request of the Corporation shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

For purposes of this SECTION 7, the Corporation may consider the term "Corporation" to include any corporation which has merged or consolidated into the Corporation or of which the Corporation has acquired all or substantially all the assets in a transaction requiring approval by the shareholders of the corporation whose assets were acquired.

The foregoing provisions of this SECTION 7 shall apply in respect of all alleged or actual causes of action accrued before, on or after September 1, 1963, except that, as to any such cause of action which accrued before such date, the Corporation may provide, and any person concerned shall be entitled to, indemnification under and pursuant to any by-law or provision of the certificate of incorporation of the Corporation, statutory provision, or principle of common law, in effect prior to such date, all to the extent permitted by law.

**ARTICLE III
OFFICERS**

SECTION 1. Officers. The Board of Directors, as soon as may be practicable after the annual election of directors, shall elect a President, a Secretary and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person, except that the same person may not hold the offices of President and Secretary, unless all of the stock of the Corporation is owned by one person.

SECTION 2. Term of Office and Removal. Each officer shall hold office for the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, his term of office shall extend to and expire at the meeting of the Board following the next annual meeting of shareholders. Any officer may be removed by the Board, with or without cause, at any time.

SECTION 3. Powers and Duties. The officers of the Corporation shall have such authority and perform such duties in the management of the Corporation, as may be prescribed by the Board of Directors and, to the extent not so prescribed, they shall have such authority and perform such duties in the management of the Corporation, subject to the control of the Board, as generally pertain to their respective offices. Securities of other corporations held by the Corporation may be voted by any officer designated by the Board and, in the absence of any such designation, by the President, and Vice-President, the Secretary or the Treasurer. The Board may require any officer, agent or employee to give security for the faithful performance of his duties.

SECTION 4. Books and Records. The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Corporation as except as conferred by statute or as so authorized by the Board.

SECTION 5. Checks, Notes, etc. All checks and drafts on, and withdrawals from, the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, indorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

ARTICLE IV FORMS OF CERTIFICATES

SECTION 1. Forms of Share Certificates. The shares of the Corporation shall be represented by certificates, in such forms as the Board of Directors may prescribe, signed by the Chairman or a Vice-Chairman of the Board or the President or a Vice-President and the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and may be sealed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issue.

ARTICLE V
OTMER MATTERS

SECTION 1. Corporate Seal. The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and, authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

SECTION 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

SECTION 3. Amendments. By-laws of the Corporation may be adopted, amended or repealed by vote of the holders of the shares at the time entitled to vote in the election of any directors. By-laws may also be adopted, amended or repealed by the Board of Directors, but any by-law adopted by the Board may be amended or repealed by the shareholders entitled to vote thereon as hereinabove provided.

EXHIBIT B

BYLAWS

OF

LASER EDIT, INC.,
a California corporation

ARTICLE I - OFFICES

Section 1. The principal executive office of Laser Edit, Inc. (the "Corporation") shall be at such place inside or outside the State of California as the Board of Directors may determine from time to time.

Section 2. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate, or as the business of the Corporation may require.

ARTICLE II - SHAREHOLDERS' MEETINGS

Section 1. Annual Meetings. The annual meeting of the shareholders of the Corporation for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting shall be held at such place and at such time as may be fixed from time to time by the Board of Directors and stated in the notice of the meeting. If the annual meeting of the shareholders be not held as herein prescribed, the election of directors may be held at any meeting thereafter called pursuant to these Bylaws.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose whatsoever, unless otherwise prescribed by statute, may be called at any time by the Chairman of the Board, the President, or by the Board of Directors, or by one or more shareholders holding not less than ten percent (10%) of the voting power of the Corporation.

Section 3. Place. All meetings of the shareholders shall be at any place within or without the State of California designated by the Board of Directors or by written consent of all the persons entitled to vote thereat, given either before or after the meeting. In the absence of any such designation, shareholders' meetings shall be held at the principal executive office of the Corporation.

Section 4. Notice. Notice of meetings of the shareholders of the Corporation shall be given in writing to each shareholder entitled to vote, either personally or by first-class mail (unless the Corporation has 500 or more shareholders determined as provided by the California Corporations Code on the record date for the meeting, in which case notice may be sent by third-class mail) or other means of written communication, charges prepaid, addressed to the shareholder at his address appearing on the books of the Corporation or given by the shareholder to the Corporation for the purpose of notice. Notice of any such meeting of shareholders shall be sent to each shareholder entitled thereto not less than ten (10) (or, if sent by third-class mail, thirty (30)) nor more than sixty (60) days before the meeting. Said notice shall state the place, date and hour of the

meeting and, (1) in the case of special meetings, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of annual meetings, those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the shareholders, but subject to Section 601(f) of the California Corporations Code any proper matter may be presented at the meeting for shareholder action, and (3) in the case of any meeting at which directors are to be elected, the names of the nominees intended at the time of the mailing of the notice to be presented by management for election.

Section 5. Adjourned Meetings. Any shareholders' meeting may be adjourned from time to time by the vote of the holders of a majority of the voting shares present at the meeting either in person or by proxy. Notice of any adjourned meeting need not be given unless a meeting is adjourned for forty-five (45) days or more from the date set for the original meeting.

Section 6. Quorum. The presence in person or by proxy of the persons entitled to vote a majority of the shares entitled to vote at any meeting constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy thereat, but no other business may be transacted, except as provided above.

Section 7. Shareholder Action by Written Consent. Any action which may be taken at any meeting of shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted; provided, however, that (1) unless the consents of all shareholders entitled to vote have been solicited in writing, notice of any shareholder approval without a meeting by less than unanimous written consent shall be given as required by the California Corporations Code, and (2) directors may not be elected by written consent except by unanimous written consent of all shares entitled to vote for the election of directors.

Any written consent may be revoked by a writing received by the Secretary of the Corporation prior to the time that written consents of the number of shares required to authorize the proposed action have been filed with the Secretary.

Section 8. Waiver of Notice. The transactions of any meeting of shareholders, however called and noticed, and whenever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Voting. The voting at all meetings of shareholders need not be by ballot, but any qualified shareholder before the voting begins may demand a stock vote whereupon such stock vote shall be taken by ballot, each of which shall state the name of the shareholder voting and the number of shares voted by such shareholder, and if such ballot be cast by a proxy, it shall also state the name of such proxy.

At any meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person, or by proxy appointed in a writing subscribed by such shareholder and bearing a date not more than eleven months prior to said meeting, unless the writing states that it is irrevocable and satisfies Section 705(e) of the California Corporations Code, in which event it is irrevocable for the period specified in said writing and said Section 705(e).

Section 10. Record Dates. In the event the Board of Directors fixes a day for the determination of shareholders of record entitled to vote as provided in Section 1 of Article V of these Bylaws, then, subject to the provisions of the General Corporation Law of the State of California, only persons in whose name shares entitled to vote stand on the stock records of the Corporation at the close of business on such day shall be entitled to vote.

If no record date is fixed:

The record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held;

The record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is given; and

The record date for determining shareholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, but the Board of Directors shall fix a new record date if the meeting is adjourned for more than forty-five (45) days.

Section 11. Cumulative Voting for Election of Directors. Provided the candidate's name has been placed in nomination prior to the voting and one or more shareholders has given notice at the meeting prior to the voting of the shareholder's intent to cumulate the shareholder's votes, every shareholder entitled to vote at any election for directors shall have the right to cumulate such shareholder's 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 the shareholder's shares are normally entitled, or distribute the shareholder's votes on the same principle among as many candidates as the

shareholder shall think fit. The candidates receiving the highest number of votes of the shares entitled to be voted for them up to the number of directors to be elected by such shares are elected.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Powers. Subject to any limitations in the Articles of Incorporation or these Bylaws and to any provision of the California Corporations Code requiring shareholder authorization or approval for a particular action, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to a management company or other person provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised, under the ultimate direction of the Board of Directors.

Section 2. Number, Tenure and Qualifications. Except as set forth herein, the authorized number of directors of the Corporation shall be not less than three (3) and not more than ten (10), until changed as authorized by this Section 2, except as set forth herein. The exact number of directors of the Corporation within the range set forth in the preceding sentence may be changed from time to time by a resolution duly adopted by the Board of Directors, but shall initially be one (1) if there is only one (1) shareholder of the Corporation, two (2) if there are only two (2) shareholders of the Corporation, and three (3) if there are three (3) or more shareholders of the Corporation. Directors need not be shareholders of the corporation. No reduction of the authorized number of directors shall have the effect of removing any director before his or her term of office expires.

Directors shall hold office until the next annual meeting of shareholders and until their respective successors are elected. If any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of shareholders held for that purpose.

Section 3. Regular Meetings. A regular annual 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. The Board of Directors may provide for other regular meetings from time to time by resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, or the President or any Vice President, or the Secretary or any two directors. Written notice of the time and place of all special meetings of the Board of Directors shall be delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means to each director at least forty-eight (48) hours before the meeting, or sent to each director by first-class mail, postage prepaid, at least four (4) days before the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice,

whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to such director.

Section 5. Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of California, which has been designated in the notice, or if not stated in the notice or there is no notice, the principal executive office of the Corporation or as designated by the resolution duly adopted by the Board of Directors.

Section 6. Participation by Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at the meeting as long as all members participating in such meeting can hear one another. Participation in a meeting through the use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply: (a) each member participating in the meeting can communicate with all of the other members concurrently, (b) each member is provided the means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation, and (c) the Corporation adopts and implements some means of verifying that (i) a person participating in the meeting is a director or other person entitled to participate in the Board of Directors meeting, and (ii) all actions of, or votes by, the Board of Directors are taken or cast only by the directors and not be persons who are not directors.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum at all meetings. In the absence of a quorum a majority of the directors present may adjourn any meeting to another time and place. If a meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of adjournment.

Section 8. Action at Meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall

be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 11. Removal. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or who has been convicted of a felony.

The entire Board of Directors or any individual director may be removed from office without cause by a vote of shareholders holding a majority of the outstanding shares entitled to vote at an election of directors; provided, however, that unless the entire Board of Directors is removed, no individual director may be removed when the votes cast against removal, or not consenting in writing to such removal, would be sufficient to elect such director if voted cumulatively at an election at which the same total number of votes cast were cast (or, if such action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of the director's most recent election were then being elected.

In the event an office of a director is so declared vacant or in case the Board of Directors or any one or more directors be so removed, new directors may be elected at the same meeting.

Section 12. Resignations. Any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 13. Vacancies. Except for a vacancy created by the removal of a director, all vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by a majority of the remaining directors or, if the number of directors then in office is less than a quorum, by (a) the unanimous written consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with California Corporations Code Section 307, or (c) a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual, regular or special meeting of the shareholders. Vacancies created by the removal of a director may be filled only by approval of the shareholders. The shareholders may elect a director at any time to fill any vacancy not filled by the directors. Any such election by written consent requires the consent of a majority of the outstanding shares entitled to vote.

Section 14. Compensation. No stated salary shall be paid directors, as such, for their services, but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Section 15. Committees. The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the authorized number of directors. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have all the authority of the Board of Directors in the management of the business and affairs of the Corporation, except with respect to (a) the approval of any action requiring shareholders' approval or approval of the outstanding shares, (b) the filling of vacancies on the Board of Directors or any committee, (c) the fixing of compensation of directors for serving on the Board of Directors or any committee, (d) the adoption, amendment or repeal of Bylaws, (e) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable, (f) a distribution to shareholders, except at a rate or in a periodic amount or within a price range determined by the Board of Directors, and (g) the appointment of other committees of the Board of Directors or the members thereof.

ARTICLE IV - OFFICERS

Section 1. Number and Term. The officers of the Corporation shall be a Chairman of the Board or a President, or both, a Secretary and a Chief Financial Officer, all of which shall be chosen by the Board of Directors. In addition, the Board of Directors may appoint such other officers as may be deemed expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and perform such duties as the Board of Directors may from time to time determine. The officers to be appointed by the Board of Directors shall be chosen annually at the regular meeting of the Board of Directors held after the annual meeting of shareholders and shall serve at the pleasure of the Board of Directors. If officers are not chosen at such meeting of the Board of Directors, they shall be chosen as soon thereafter as shall be convenient. Each officer shall hold office until his successor shall have been duly chosen or until his removal or resignation.

Section 2. Inability to Act. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select.

Section 3. Removal and Resignation. Any officer chosen by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of all the members of the Board of Directors.

Any officer chosen by the Board of Directors may resign at any time by giving written notice of said resignation to the Corporation. Unless a different time is specified therein, such resignation shall be effective upon its receipt by the Chairman of the Board, the President, the Secretary or the Board of Directors.

Section 4. Vacancies. A vacancy in any office because of any cause may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman of the Board. The Board of Directors shall appoint one of its members to be the Chairman to serve at the pleasure of the Board of Directors. If appointed, the Chairman shall preside at all meetings of the Board of Directors.

Section 6. President. The President shall be the general manager and chief executive officer of the Corporation, subject to the control of the Board of Directors, and as such shall preside at all meetings of shareholders, shall have general supervision of the affairs of the Corporation, shall sign or countersign or authorize another officer to sign all certificates, contracts and other instruments of the Corporation as authorized by the Board of Directors, shall make reports to the Board of Directors and shareholders, and shall perform all such other duties as are incident to such office or are properly required by the Board of Directors.

Section 7. Vice President. In the absence of the President, or in the event of such officer's death, disability or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their selection, or in the absence of such designation, then in the order of their selection, shall perform the duties of President, and when so acting, shall have all the powers and be subject to all restrictions upon the President. Each Vice President shall have such powers and discharge such duties as may be assigned from time to time by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall see that notices for all meetings are given in accordance with the provisions of these Bylaws and as required by law, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to such office, or as are properly required by the President or by the Board of Directors.

The Assistant Secretary or the Assistant Secretaries, in the order of their seniority, shall, in the absence or disability of the Secretary, or in the event of such officer's refusal to act, perform the duties and exercise the powers and discharge such duties as may be assigned from time to time by the President or by the Board of Directors.

Section 9. Chief Financial Officer. The Chief Financial Officer may also be designated by the alternate title of "Treasurer." The Chief Financial Officer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. Such officer shall disburse funds of the Corporation in payment of the just demands against the Corporation, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of such officer, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation. Such officer shall perform all duties incident to such office or that are properly required by the President or by the Board of Directors. If required by the Board of Directors, the Chief Financial Officer shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of

his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

The Assistant Treasurer or the Assistant Treasurers, in the order of their seniority, shall, in the absence or disability of the Chief Financial Officer, or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Chief Financial Officer, and shall have such powers and discharge such duties as may be assigned from time to time by the President or by the Board of Directors.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the Corporation.

Section 11. Officers Holding More Than One Office. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 12. Approval of Loan to Officers. The Corporation may, upon the approval of the Board of Directors alone, make loans or money or property to, or guarantee the obligations of, any officer of the Corporation or its parent or subsidiary, whether or not a director, or adopt an employee benefit plan or plans authorizing such loans or guaranties provided that (i) the Board of Directors determines that such a loan or guaranty or plan may reasonably be expected to benefit the Corporation, (ii) the Corporation has outstanding shares held of record by 100 or more persons (determined as provided in Section 605 of the California Corporations Code) on the date of approval by the Board of Directors, and (iii) the approval of the Board of Directors is by a vote sufficient without counting the vote of any interested director or directors.

ARTICLE V - MISCELLANEOUS

Section 1. Record Date and Closing of Stock Books. The Board of Directors may fix a time in the future as a record date for the determination of the shareholders entitled to notice of and to vote at any meeting of shareholders or entitled to receive payment of any dividend or distribution, or any allotment of rights, or to exercise rights in respect to any other lawful action. The record date so fixed shall not be more than sixty nor less than ten days prior to the date of the meeting or event for the purposes of which it is fixed. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or 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.

The Board of Directors may close the books of the Corporation against transfers of shares during the whole or any part of a period of not more than sixty days prior to the date of a shareholders' meeting, the date when the right to any dividend, distribution, or allotment of rights vests, or the effective date of any change, conversion or exchange of shares.

Section 2. Stock Certificates. Certificates of stock shall be issued in numerical order and each shareholder shall be entitled to a certificate signed in the name of the Corporation by the Chairman of the Board or the President or a Vice President, and the Chief Financial Officer or the Secretary or an Assistant Secretary, certifying to the number of shares owned by such shareholder. Any or all of the signatures on the certificate may be facsimile. Prior to the due presentment for registration of transfer in the stock transfer book of the Corporation, the registered owner shall be treated as the person exclusively entitled to vote, to receive notifications and otherwise to exercise all the rights and powers of an owner, except as expressly provided otherwise by the laws of the State of California.

Section 3. Representation of Shares in Other Corporations. Shares of other corporations standing in the name of this Corporation may be voted or represented and all incidents thereto may be exercised on behalf of the Corporation by the Chairman of the Board, President or the Vice President and the Chief Financial Officer or the Secretary or an Assistant Secretary.

Section 4. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 5. Annual Reports. The Annual Report to shareholders, described in the California Corporations Code, is expressly waived and dispensed with.

Section 6. Amendments. Bylaws may be adopted, amended, or repealed by the vote or the written consent of shareholders entitled to exercise a majority of the voting power of the Corporation. Subject to the right of shareholders to adopt, amend, or repeal Bylaws, Bylaws may be adopted, amended, or repealed by the Board of Directors, except that a Bylaw amendment thereof changing the authorized number of directors may be adopted by the Board of Directors only if these Bylaws permit an indefinite number of directors and the Bylaw or amendment thereof adopted by the Board of Directors changes the authorized number of directors within the limits specified in these Bylaws.

Section 7. Indemnification of Directors and Officers. The Corporation shall, to the maximum extent and in the manner permitted by the California Corporations Code, indemnify each of its directors and officers against expenses (as defined in Section 317(a) of the California Corporations Code), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 317(a) of the California Corporations Code), arising by reason of the fact that such person is or was an agent of the Corporation. For purposes of this Article V, a "director" or "officer" of the Corporation includes any person (i) who is or was a director or officer of the Corporation, (ii) who 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, or (iii) who was a director or officer of a Corporation which was a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor Corporation.

Section 8. Indemnification of Others. The Corporation shall have the power, to the extent and in the manner permitted by the California Corporations Code, to indemnify each of its employees and agents (other than directors and officers) against expenses (as defined in Section

317(a) of the California Corporations Code), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 317(a) of the California Corporations Code), arising by reason of the fact that such person is or was an agent of the Corporation. For purposes of this Article V, an "employee" or "agent" of the Corporation (other than a director or officer) includes any person (i) who is or was an employee or agent of the Corporation, (ii) who is or was serving at the request of the Corporation as an employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, or (iii) who was an employee or agent of a Corporation which was a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor Corporation.

EXHIBIT B

BY-LAWS

OF

LASER-PACIFIC MEDIA CORPORATION

ARTICLE ISTOCKHOLDERS

SECTION 1.1 Annual Meetings. An annual meeting of stockholders shall be held for the election of directors at such date, time, and place either within or without the State of Delaware as may be designated by the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

SECTION 1.2 Special Meetings. Special meetings of stockholders may be called at any time by the Chairman of the Board, if any, the Vice Chairman of the Board, if any, the President or the Board of Directors, to be held at such date, time, and place either within or without the State of Delaware as may be stated in the notice of the meeting.

SECTION 1.3 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not fewer than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation.

SECTION 1.4 Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 1.5 Quorum. At each meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these by-laws, the holders of a majority of the outstanding shares of each class of stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum. For purposes of the foregoing, two or more classes or series of stock shall be considered a single class if the holders thereof are entitled to vote together as a single class at the meeting. In the absence of a quorum, the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided by Section 1.4 of these by-laws until a quorum shall attend. Shares of its own capital stock belonging on the record date for the meeting to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in fiduciary

capacity.

SECTION 1.6 Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board by the President, or in the absence of the President by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, or in the absence of the Secretary by an Assistant Secretary, or in their absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

SECTION 1.7 Voting; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors unless the holders of a majority of the outstanding shares of all classes of stock entitled to vote thereon present in person or by proxy at such meeting shall so determine. At all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient to elect. With respect to other matters, unless otherwise provided by law or by the certificate of incorporation or these by-laws, the affirmative vote of the holders of a majority of the shares of all classes of stock present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Where a separate vote by class is required, the affirmative vote of the holders of a majority of the shares of each class present in person or represented by proxy at the meeting shall be the act of such class, except as otherwise provided by law or by the certificate of incorporation or these by-laws.

SECTION 1.8 Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any lawful action, the Board of Directors may fix, in advance, a record date, which shall be not more than sixty nor fewer than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

SECTION 1.9 List of Stockholders Entitled to Vote. The Secretary shall prepare and

make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

SECTION 1.10. Consent of Stockholders in Lieu of Meeting. Unless otherwise provided in the certificate of incorporation, any action required by law to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all outstanding shares entitled to vote thereon.

ARTICLE II

BOARD OF DIRECTORS

SECTION 2.1 Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law or in the certificate of incorporation. The number of Directors shall be one unless a greater number is determined from time to time by the stockholders. Directors need not be stockholders.

SECTION 2.2 Election; Term of Office; Resignation; Removal; Vacancies. Each director shall hold office until the annual meeting of stockholders next succeeding his election and until his successor is elected and qualified or until his earlier resignation or removal. Any director may resign at any time upon written notice to the Board of Directors or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Any director or the entire Board of Directors may be removed, with or without cause, by the stockholders. The Board of Directors may fill vacancies and newly created directorships resulting from any increase in authorized number of directors or from any other cause.

SECTION 2.3 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board may from time to time determine, and if so determined notice thereof need not be given.

SECTION 2.4 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman of the Board, if any, by the Vice Chairman of the Board, if any, by the President or by any two directors. The person or persons calling the meeting thereof shall give reasonable notice.

SECTION 2.5 Participation in Meetings by Conference Telephone Permitted. Unless otherwise restricted by the certificate or incorporation or these by-laws, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

SECTION 2.6 Quorum: Vote Required for Action. At all meetings of the Board of Directors a majority of the entire Board shall constitute a quorum for the transaction of business. At each meeting at which a quorum is present, the vote of a majority of the directors present at the meeting shall be the act of the Board. In case at any meeting of the Board a quorum shall not be present, the members of the Board present may adjourn the meeting from time to time until a quorum shall attend.

SECTION 2.7 Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in their absence by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

SECTION 2.8 Action by Directors Without a Meeting. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III

Committees

SECTION 3.1 Committees. The Board may, by resolution, appoint such committees as it shall deem necessary. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, removing or indemnifying directors or amending these by-laws; and no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

SECTION 3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and in other respects each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II of these by-laws.

ARTICLE IV

OFFICERS

SECTION 4.1 Officers; Election. As soon as practicable after the annual meeting of stockholders in each year, the Board of Directors shall elect a Chairman of the Board, a Secretary, and a Treasurer and it may, if it so determines, elect from among its members a President and a Vice Chairman of the Board. The Board may also elect one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers and such other officers as the Board may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. The same person may hold any number of offices.

SECTION 4.2 Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until the first meeting of the Board after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

SECTION 4.3 Powers and Duties. The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in these by-laws or in a resolution of the Board of Directors which is not inconsistent with these by-laws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Secretary shall have the duty to record the proceedings of the meetings of the stockholders, the Board of Directors and any committees in a book to be kept for that purpose. The Board may require any officer, agent or employee to give security for the faithful performance of his or her duties.

ARTICLE V

STOCK

SECTION 5.1 Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by such holder in the Corporation. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

SECTION 5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

MISCELLANEOUS

SECTION 6.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

SECTION 6.2 Seal. The Corporation may have a corporate seal, which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

SECTION 6.3 Waiver of Notice of Meetings of Stockholders, Directors and Committees. Whenever notice is required to be given by law or under any provision of the certificate of incorporation or these by-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the certificate of incorporation or these by-laws.

SECTION 6.4 Indemnification of Directors, Officers and Employees. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director, officer or employee of the Corporation or serves or served at the request of the Corporation any other enterprise as a director, officer or employee. Expenses incurred by any such person in defending any such action, suit or proceeding shall be paid or reimbursed by the Corporation promptly upon receipt by it of an undertaking of such person to repay such expenses if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation. The rights provided to any person by this by-law shall be enforceable against the Corporation by such person who shall be presumed to have relied upon it in serving or continuing to serve as a director, officer or employee as provided above. No amendment of this by-law shall impair the rights of any person arising at any time with respect to events occurring prior to such amendment.

For purposes of this by-law, the term "Corporation" shall include any predecessor of the Corporation and any consistent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger; the term "other enterprise" shall include any corporation, partnership, joint venture, trust or employee benefit plan; service "at the request of the Corporation" shall include service as a director, officer or employee of the Corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants or beneficiaries; any excise taxes assessed on a person with respect to an employee benefit plan shall be deemed to be indemnifiable expenses; and action by

a person with respect to any employee benefit plan which such person reasonably believes to be in the interest of the participants and beneficiaries of such plan shall be deemed to be action not opposed to the best interests of the Corporation.

SECTION 6.5 Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or her of their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee that authorizes the contract or transaction.

SECTION 6.6 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

SECTION 6.7 Amendment of By-laws. These by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors. In addition, the holders of not less than 51% of the Corporation's voting stock may adopt additional by-laws and may amend or repeal any by-law whether or not adopted by them.

* * * *

EXHIBIT B

BYLAWS OF

360 NORTH PASTORIA ENVIRONMENTAL CORPORATION,

a California corporation

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 360 NORTH PASTORIA ENVIRONMENTAL CORPORATION
 a California Corporation

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BYLAWS
OF
360 NORTH PASTORIA ENVIRONMENTAL CORPORATION
a California corporation

ARTICLE I
OFFICES

Section 1. Principal Office

The Board of Directors (herein the "Board") shall fix the location of the principal office of the corporation at any place within or without the State of California. If the principal office is located outside the State of California, and the corporation has one or more business offices within the State of California, the Board shall designate and fix a principal business office within the State of California.

Section 2. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places.

ARTICLE II
MEETINGS OF SHAREHOLDERS

Section 1. Place of Meetings

Meetings of shareholders shall be held at any place within or without the State of California designated by the Board. In the absence of any such designation, shareholders' meetings shall be held at the principal office of the corporation.

Section 2. Annual Meetings

The annual meeting of shareholders shall be held each year on a date and at a time designated by the Board. At each annual meeting, directors shall be elected and any other proper business within the power of the shareholders may be transacted.

Section 3. Special Meetings

(a) Power To Call Special Meetings. Special meetings of the shareholders may be called at any time by the Board, or by the chairperson of the board, or by the president, or by one or

more shareholders holding shares in the aggregate entitled to cast not less than ten percent (10%) of the votes at that meeting.

(b) Procedure For Special Meetings Not Called By Board. If a special meeting is called by any person or persons entitled to call such a meeting other than the Board, the request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the chairperson of the board, the president, any vice president, or the secretary. The officer receiving the request shall cause notice to be given promptly to the shareholders entitled to vote, in accordance with the provisions of Sections 4 and 5 of this Article II, that a meeting will be held at the time requested by the person or persons calling the meeting, not fewer than thirty-five (35) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this paragraph shall be construed as limiting, fixing, or affecting the time at which a meeting of shareholders called by action of the Board may be held.

Section 4. Notice of Shareholders' Meetings

(a) General. All notices of meetings of shareholders shall be sent or otherwise given in accordance with Section 5 of this Article II not fewer than ten (10) days nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of an annual meeting, those matters that the Board, at the time of giving the notice, intends to present for action by the shareholders. The notice of any meeting at which directors are to be elected shall include the name of any nominee or nominees who, at the time of the notice, management intends to present for election.

(b) Special Cases. If action is proposed to be taken at any meeting for approval of (i) a contract or transaction in which a director has a direct or indirect financial interest under Section 310 of the California Corporations Code, (ii) an amendment of the Articles of Incorporation under Section 902 of said Code, (iii) a reorganization of the corporation under Section 1201 of said Code, (iv) a voluntary dissolution of the corporation under Section 1900 of said Code or (v) a distribution in dissolution other than in accordance with the rights of outstanding preferred shares under Section 2007 of said Code, the notice shall also state the general nature of that proposal.

Section 5. Manner of Giving Notice; Affidavit of Notice

(a) Manner of Giving Notice. Notice of any shareholders' meeting shall be given either personally or by first-class mail or telegraphic or other written communication, charges prepaid, addressed to the shareholder at the address of that shareholder appearing on the books of the corporation or given by the shareholder to the corporation for the purpose of notice. If no such address appears on the corporation's books nor has been so given, notice shall be deemed to have been given if sent to that shareholder by first-class mail or telegraphic or other written communication to the corporation's principal office, or if published at least once in a newspaper of general circulation in the county in which that office is located. Notice shall be deemed to have been given at the time when delivered personally, deposited in the mail, delivered to a common carrier for transmission to the recipient, actually transmitted by electronic means to the recipient by the person giving the notice or sent by other means of written communication.

(b) Manner of Giving Notice to Uncontactable Shareholder. If any notice addressed to a shareholder at the address of that shareholder appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the shareholder at that address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available to the shareholder on written demand of the shareholder at the principal office of the corporation for a period of one (1) year from the date of the giving of the notice.

(c) Affidavit of Notice. An affidavit of the mailing or other means of giving any notice of any shareholders' meeting may be executed by the secretary, assistant secretary or any transfer agent of the corporation giving the notice and filed and maintained in the minute book of the corporation.

Section 6. Waiver of Notice or Consent by Absent Shareholders

(a) Written Waiver of Notice. The transaction of any meeting of shareholders, either annual or special, however called and noticed, and wherever held, shall be as valid as if taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to a holding of the meeting or an approval of the minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of shareholders, except that if action is taken or proposed to be taken for approval of any of

those matters specified in the second paragraph of Section 4 of Article II, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by Attendance at the Meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in another notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 7. Record Date for Shareholder Notice, Voting, and Giving Consents

(a) Record Date Set by Board. For purposes of determining the shareholders entitled to notice of any meeting or to vote or entitled to give consent to corporate action without a meeting, the Board may fix, in advance, a record date, which shall not be more than sixty (60) days nor fewer than ten (10) days before the date of any such meeting nor more than sixty (60) days before any such action without a meeting, and in this event only shareholders of record on the dates so fixed are entitled to notice, and to vote or to give consents, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date, except as otherwise provided in the California Corporations Code.

(b) Establishing Record Date If Not Set by Board. If the Board does not so fix a record date, (a) the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; (b) the record date for determining shareholders entitled to give consent to corporate action in writing without a meeting, (i) when no prior action by the Board has been taken, shall be the day on which the first written consent is given, or (ii) when prior action of the Board has been taken, shall be at the close of business on the day on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of such other action, whichever is later.

Section 8. Quorum

The presence in person or by proxy of the holders of a majority of the shares entitled to vote at any meeting of shareholders shall constitute a quorum for the transaction of

business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum.

Section 9. Adjourned Meeting; Notice

(a) Adjourned Meeting. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the shares represented at that meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Section 8 of Article II.

(b) Notice. When any meeting of shareholders, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at a meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board shall set a new record date. Notice of any such adjourned meeting, if required, shall be given to each shareholder of record entitled to vote at the adjourned meeting in accordance with the provisions of Sections 4 and 5 of Article II. At any adjourned meeting the corporation may transact any business that might have been transacted at the original meeting.

Section 10. Voting

(a) Voting Other Than to Elect Directors. The shareholders entitled to vote at any meeting of shareholders shall be determined in accordance with the provisions of Section 7 of Article II, subject to the provisions of Sections 702 through 704, inclusive, of the California Corporations Code. The shareholders' vote may be by voice vote or by ballot; provided, however, that any election for directors must be by ballot if demanded by any shareholder before the voting has begun. On any matter other than the election of directors, any shareholder may vote part of the shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal but, if the shareholder fails to specify the number of shares which the shareholder is voting affirmatively, it will be conclusively presumed the shareholder's approving vote is with respect to all shares that the shareholder is entitled to vote. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on any matter, other than the election of directors, shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by the California Corporations Code or the Articles of Incorporation.

(b) Voting to Elect Directors. At a shareholders' meeting at which directors are to be elected, no shareholder shall be entitled to cumulate votes for any candidate (cast for any candidate a number of votes greater than the number of votes that such shareholder normally is entitled to cast), unless the candidate's name has been placed in nomination before commencement of the voting and a shareholder has given notice before commencement of the voting of the shareholder's intention to cumulate votes. If any shareholder has given such notice, then every shareholder entitled to vote may cumulate votes for candidates in nomination 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 such shareholder's shares are normally entitled, or distribute the shareholder's votes on the same principle among any or all of the candidates, in the discretion of the shareholder. The candidates receiving the highest number of affirmative votes of the shares entitled to be voted for them, up to the number of directors to be elected by such shares, shall be elected.

Section 11. Shareholder Action by Written Consent Without a Meeting

(a) Written Consent Prior to the Action. Any action that may be taken at any annual or special meeting of shareholders may be taken without a meeting and without prior notice, if the consent in writing, setting forth the actions so taken, is signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take that action in a meeting at which all shares entitled to vote on that action were present and voted. Directors may be elected by written consent without a meeting only if the written consents of all outstanding shares entitled to vote are obtained, except that a vacancy in the Board (other than a vacancy created by removal of a director) not filled by the Board may be filled by the written consent of a majority of the outstanding shares entitled to vote. All such consents shall be filed with the secretary and shall be maintained in the corporate records. Any shareholder giving a written consent, or the shareholder's proxyholder, or a transferee of the shares or a personal representative of the shareholder or their respective proxyholders, may revoke the consent by a writing received by the secretary before written consents of the number of shares required to authorize the proposed action have been filed with the secretary.

(b) Written Consent and Notice After the Action. If the consents of all shareholders entitled to vote have not been solicited in writing, and if the unanimous written consent of all such shareholders shall not have been received, the secretary shall give prompt notice to those shareholders entitled to vote who have not consented in writing of the corporate action approved by the shareholders without a meeting. This notice

shall be given in the manner specified in Section 5 of Article II. In the case of approval of (i) contracts or transactions in which a director has a direct or indirect financial interest under Section 310 of the California Corporations Code, (ii) indemnification of agents of the corporation under Section 317 of said Code, (iii) a reorganization of the corporation under Section 1201 of said Code, or (iv) the distribution and dissolution other than in accordance with the rights of outstanding preferred shares under Section 2007 of said Code, the notice shall be given at least ten (10) days before the consummation of any action authorized by that approval.

Section 12. Proxies

Every person entitled to vote for directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by written proxy signed by the person and filed with the secretary. A proxy shall be deemed signed if the shareholder's name is placed on the proxy, whether by manual signature, typewriting, telegraphic transmission or otherwise, by the shareholder or shareholder's attorney in fact. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked, or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Sections 705(e) and 705(f) of the California Corporations Code.

Section 13. Inspectors of Election

Before any meeting of shareholders, the Board may appoint any persons other than the nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the chairperson of the meeting may, and on the request of any shareholder or shareholder's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors of election are appointed at a meeting on the request of one or more shareholders or proxies, the holders of a majority of the shares or their proxies present at the meeting shall determine whether one or three inspectors of election are to be appointed. The powers and duties of the inspectors of election shall be as prescribed by the California Corporations Code.

ARTICLE III

DIRECTORS

Section 1. Powers

Subject to the provisions of the California Corporations Code and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the shareholders or by the outstanding shares, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

Section 2. Number and Qualification of Directors

The authorized number of directors shall be one (1) so long as the corporation has only one (1) shareholder, two (2) so long as the corporation has only two (2) shareholders and three (3) from and after the time the corporation has more than two (2) shareholders, until changed by a duly adopted amendment to the Articles of Incorporation or by an amendment to this Bylaw adopted by the vote or written consent of holders of a majority of the outstanding shares entitled to vote.

Section 3. Election and Term of Office of Directors

Directors shall be elected at each annual meeting of the shareholders to hold office until the next annual meeting. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Vacancies

A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors is increased, or if the shareholders fail at any annual or special meeting of shareholders at which any director or directors are to be elected to elect the full authorized number of directors to be voted for at that meeting. Vacancies, other than those caused by removal of directors, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at any annual or special meeting of the shareholders. Any vacancy caused by the removal of a director may be filled only by the shareholders. The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board accepts the resignation of a director tendered to take effect at a future time, the Board or the shareholders may elect a successor to take office when the resignation becomes effective. No reduction of

the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. Place of Meeting

All meetings of the Board shall be held at the principal office of the corporation or at any other place within or without the state of California designated in the notice of the meeting or, if not stated in the notice or if there is no notice, from time to time by resolution of the Board. Any regular or special meeting shall be valid wherever held, if held upon written consent of all members of the Board given either before or after the meeting and filed with the secretary.

Section 6. Regular Meetings

Regular meetings of the Board shall be held at such times as may be from time to time be designated by resolution of the Board.

Section 7. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the chairperson of the board or the president or any vice president or the secretary or any two directors.

Section 8. Telephone Meetings

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in such a meeting constitutes presence in person at such meeting.

Section 9. Notice of Meetings

Notice of regular meetings of the Board need not be given. Notice of the time and place of all other meetings of the Board shall be delivered personally or by telephone to each director at least forty-eight (48) hours before the meeting, or received by each director by mail, by telegraph or by other form of written communication at least forty-eight (48) hours before the meeting. Such notice shall be sent charges prepaid, addressed to each director at his or her address as it is shown on the records of the corporation or at such other address as may be reasonably calculated to give the director notice, or if the director's address is not so shown on such records and an address reasonably calculated to give notice to the director is not readily ascertainable, at the city or place in which the meetings of the directors are regularly held. Notice of the time and place of holding an adjourned meeting of directors need not be given to

absent directors if the time and place are fixed at the meeting adjourned.

Section 10. Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as if taken at a meeting duly held after regular call and notice, if a quorum is present and if each director has received notice of the meeting, or attends the meeting without protesting his or her lack of notice before or at the beginning of the meeting, or signs before or after the meeting a waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Quorum and Voting

A majority of the authorized number of directors as fixed by the Articles of Incorporation or by these Bylaws shall be necessary to constitute a quorum of the Board for the transaction of business, except to adjourn as hereinafter provided. Subject to the provisions of Section 310 of the California Corporations Code relating to the approval of transactions in which directors have an interest, and of Section 317(e) of said Code relating to the indemnification of corporate agents, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board except that a majority of the full Board shall be required for amendment of these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to meet again at a stated day, hour and place.

Section 13. Fees and Compensation

Directors and members of the executive committee, if one is appointed, may be allowed a fixed fee to be determined by resolution of the Board for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in another capacity as an officer, agent, employee or otherwise, and receiving compensation for those services.

Section 14. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 15. Committees

(a) Committees of Directors. The Board may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to: (a) the approval of any action that, under the General Corporation Law of California, also requires shareholders' approval or approval of the outstanding shares; (b) the filling of vacancies on the Board or in any committee; (c) the fixing of compensation of the directors for serving on the Board or on any committee; (d) the amendment or repeal of Bylaws or the adoption of new Bylaws; (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; (f) a distribution to the shareholders of the corporation, except at a rate or in a periodic amount or within a price range determined by the Board; or (g) the appointment of any other committees of the Board or the members of these committees.

(b) Meetings and Actions of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article III, Section 5 (Place of Meetings), Section 6 (Regular Meetings), Section 7 (Special Meetings), Section 9 (Notice of Meetings), Section 10 (Waiver of Notice), Section 11 (Quorum and Voting), Section 12 (Adjournment) and Section 14 (Action Without Meeting), with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time of regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee; special meetings of committees may also be called by resolution of the Board; and notice of special meetings of committees shall also be given to alternate members, who shall have the right to attend all meetings of the committee. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE IV

OFFICERS

Section 1. Officers

The officers of the corporation shall be a president (who may also be referred to as Chief Executive Officer), a secretary and a chief financial officer (who may also be the treasurer). The corporation may also have, at the discretion of the Board, a chairperson of the board, a general manager, one or more vice presidents, one or more assistant secretaries, a treasurer, one or more assistant treasurers and such other officers as the Board may appoint. Any two (2) or more offices may be held by the same person.

Section 2. Appointment

The chairperson of the board, the president, the secretary and the chief financial officer shall be appointed from time to time by the Board or by an officer to whom the Board shall have delegated the power to appoint. Each officer of the corporation shall serve at the pleasure of the Board subject to the rights, if any, of such officer under any contract of employment.

Section 3. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the directors attending a duly held directors' meeting at which a quorum is present or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal has been conferred by the Board. Any officer may resign at any time by giving written notice to the Board, to the president, or to the secretary of the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board or by an officer to whom the Board shall have delegated the power to appoint.

Section 5. Chairperson of the Board

The chairperson of the board, if one is appointed, shall preside at all meetings of the shareholders and of the Board, and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board. In the event that a chairperson of the board and no president is appointed, the chairperson of the board shall assume the

responsibilities of the president as enumerated in Section 6 of Article IV.

Section 6. President

Subject to such powers as may be given by the Board to a chairperson of the board or general manager, the president shall be the chief executive officer of the corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the corporation. The president shall, in the absence of the chairperson of the board, or if there is none, preside at all meetings of the shareholders and of the Board. The president shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board.

Section 7. Vice President

In the absence or disability of the president, the vice presidents, if any are appointed, in order of their rank as fixed by the Board, or if not ranked, the vice president designated by the Board, shall perform the duties of the president and when so acting shall have the powers of and be subject to the restrictions upon the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board and the president or the chairperson of the board if there is no president.

Section 8. Secretary

The secretary shall keep, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of directors and shareholders, with the time and place held, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at directors' meetings, the number of shares present or represented at shareholders' meetings and the proceedings thereof. The secretary shall keep, at the principal office of the corporation, or at the office of the corporation's transfer agent or registrar, a record of its shareholders showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation. The secretary shall give notice or cause notice to be given of all meetings of the shareholders and of the Board required by these Bylaws to be given. The secretary shall keep the seal of the corporation, if one is adopted, in safe custody and shall have such other powers and perform such other duties as may be

prescribed by the Board and the president or the chairperson of the Board if there is no president.

Section 9. Chief Financial Officer

The chief financial officer, who may also be the treasurer, shall keep and maintain adequate and correct books and records of accounts of the corporation, and shall see that all monies and other valuables of the corporation are deposited in the name and to the credit of the corporation with such depositories as may be designated by the Board. The chief financial officer shall disburse the funds of the corporation as directed by the Board, shall render to the president and directors, whenever they request it, an account of all of the transactions in the chief financial officer's official capacity and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board and the president or the chairperson of the board if there is no president.

Section 10. Other Officers

Officers, other than the chairperson of the board, president, vice presidents, secretary and chief financial officer shall have such powers and perform such duties as may be prescribed by the Board and the president or the chairperson of the board if there is no president.

ARTICLE V

MISCELLANEOUS

Section 1. Inspection of Corporate Records

(a) By Shareholders. The record of shareholders, the accounting books and records, the minutes of proceedings of the shareholders and the Board and of any committee of the directors, shall be kept at the corporation's principal executive office or at the office of its transfer agent or registrar and shall be open to inspection upon the written demand of any shareholder or the holder of a voting trust certificate, at any reasonable time during usual business hours for a purpose reasonably related to such holder's interest as a shareholder or as the holder of a voting trust certificate. Such inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts.

(b) By Directors. Every director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation and of any subsidiary corporation of the corporation. Such inspection by a director may be made in person or by agent

or attorney, and the right of inspection includes the right to copy and make extracts.

Section 2. Checks, Drafts, Etc.

Checks, drafts, or other orders for payment of money and notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 3. Contracts, Etc.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4. Certificates of Shares

Every holder of shares in the corporation shall be entitled to have a certificate signed in the name of the corporation by the chairperson of the board or the president or a vice president and by the chief financial officer or an assistant treasurer or the secretary or an assistant secretary certifying the number of shares and the class or series of shares owned by the shareholder. On any certificate issued to represent any partly paid shares, the total amount of the consideration to be paid therefor and the amount paid thereon shall be stated. There shall also be stated on the certificate representing any shares in the corporation, if applicable, that (i) the shares are subject to restrictions on transfer; (ii) the shares are assessable or not fully paid; (iii) the shares are subject to an irrevocable proxy or restrictions on voting rights contractually imposed by the corporation; (iv) the shares are redeemable; or (v) the shares are convertible (in which case the period for conversion shall also be stated).

Section 5. Lost Certificates

No certificate that replaces an outstanding share certificate shall be issued unless the outstanding certificate is surrendered; provided, however, that if any share certificate is lost, stolen, or destroyed, the Board may authorize issuance of a new certificate replacing the old one on any terms and conditions, including such reasonable arrangement for indemnification of the corporation, as the Board may specify.

Section 6. Representation of Shares of Other Corporations

The Board shall determine how to vote and exercise on behalf of the corporation all rights incidental to any and all shares of any other corporation, foreign or domestic, standing in the name of the corporation. The Board shall designate the chairperson of the board, the president or any other person authorized by resolution of the Board to represent the above-mentioned shares in the manner prescribed by the Board. In the absence of a determination by the Board as to how to vote and exercise the rights incidental to the shares of other corporations standing in the name of the corporation, the person designated by the Board to represent such shares shall have the authority to determine how to represent, vote and exercise all rights incidental to the shares of such other corporations.

Section 7. Indemnity

The right of any person sued because such person is or was a director, officer or employee of the corporation to indemnification for legal expenses, and of the Board to authorize the corporation to pay expenses incurred by, or to satisfy any judgment or fine rendered or levied against, a present or former director, officer, or employee of the corporation shall be to the maximum extent permitted by the California Corporations Code. The Board shall have the power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by law. The Board may, in its discretion, authorize the corporation to pay in whole or in part, the premium or other charge for any type of indemnity insurance in which any director, officer or employee of the corporation or any of its subsidiary corporations is indemnified or insured against liability or loss arising out of actual or asserted misfeasance or nonfeasance in the performance of his or her duties or out of any actual or asserted wrongful act against or by the corporation or any of its subsidiary corporations including, but not limited to, judgments, fines, settlements and expenses incurred in the defense of actions, proceedings and appeals therefrom.

Section 8. Reports to Shareholders

So long as there shall be fewer than 100 shareholders of record of this corporation (determined in accordance with Section 605 of the California Corporations Code), the annual report to shareholders referred to in Section 1501 of the California Corporations Code is expressly dispensed with. The Board may cause to be sent to the shareholders annual or other periodic reports in any form which the Board considers appropriate.

Section 9. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California

Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, any tense includes the other tenses and the term "person" includes both the corporation and a natural person.

ARTICLE VI

AMENDMENTS

Section 1. Power of Shareholders

These Bylaws may be amended or repealed by the vote or the written consent of shareholders entitled to exercise a majority of the voting power of the corporation.

Section 2. Power of Directors

These Bylaws, including any Bylaw adopted or amended by the shareholders unless there is included therein a provision restricting to the shareholders the right to amend or repeal such Bylaws, may be amended or repealed by the Board, other than a Bylaw or amendment thereof changing the authorized number of directors, except that the Board shall have the power to fix, in the manner prescribed in Article III, Section 2, the number of directors within the limits specified in Article III, Section 2.

CERTIFICATE OF SECRETARY

I, the undersigned, certify:

1. I am the duly elected and acting secretary of 360 North Pastoria Environmental Corporation, a California corporation.

2. The annexed Bylaws, consisting of seventeen (17) pages, including this page, are the Bylaws of the corporation adopted by the Board on _____, and said Bylaws have not been modified or rescinded and are at the date of this Certificate in full force and effect.

IN WITNESS WHEREOF, I have subscribed my name this ____ day of _____, 1990.

By: _____
Secretary

EXHIBIT B

BY-LAWS
OF
PACIFIC VIDEO, INC.

ARTICLE I
Stockholders

SECTION 1.1 Annual Meetings. An annual meeting of stockholders shall be held for the election of directors at such date, time, and place either within or without the State of Delaware as may be designated by the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

SECTION 1.2 Special Meetings. Special meetings of stockholders may be called at any time by the Chairman of the Board, if any, the Vice Chairman of the Board, if any, the President or the Board of Directors, to be held at such date, time, and place either within or without the State of Delaware as may be stated in the notice of the meeting.

SECTION 1.3 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not fewer than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation.

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SECTION 1.4 Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

SECTION 1.5 Quorum. At each meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these by-laws, the holders of a majority of the outstanding shares of each class of stock entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum. For purposes of the foregoing, two or more classes or series of stock shall be considered a single class if the holders thereof are entitled to vote together as a single class at the meeting. In the absence of a quorum, the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided by Section 1.4 of these by-laws until a quorum shall attend. Shares of its own capital stock belonging on the record date for the meeting to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in fiduciary capacity.

SECTION 1.6 Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the

Vice Chairman of the Board, by the President, or in the absence of the President by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, or in the absence of the Secretary by an Assistant Secretary, or in their absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

SECTION 1.7 Voting; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors unless the holders of a majority of the outstanding shares of all classes of stock entitled to vote thereon present in person or by proxy at such meeting shall so determine. At all meetings of stockholders for the election of directors a plurality of the votes cast shall be sufficient to elect. With respect to other matters, unless otherwise provided by law or by the certificate of incorporation or these by-laws, the affirmative vote of the holders of a majority of the shares of all classes of stock present in person or represented by proxy at the meeting and entitled to vote on the subject

matter shall be the act of the stockholders. Where a separate vote by class is required, the affirmative vote of the holders of a majority of the shares of each class present in person or represented by proxy at the meeting shall be the act of such class, except as otherwise provided by law or by the certificate of incorporation or these by-laws.

SECTION 1.8. Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any lawful action, the Board of Directors may fix, in advance, a record date, which shall be not more than sixty nor fewer than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

SECTION 1.9 List of Stockholders Entitled to Vote. The Secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing

the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

SECTION 1.10. Consent of Stockholders in Lieu of Meeting. Unless otherwise provided in the certificate of incorporation, any action required by law to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all outstanding shares entitled to vote thereon.

ARTICLE II

Board of Directors

SECTION 2.1 Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law or in the certificate of incorporation. The number of Directors shall be one unless a greater number is determined from time to time by the stockholders. Directors need not be stockholders.

SECTION 2.2 Election; Term of Office; Resignation; Removal; Vacancies.

Each director shall hold office until the annual meeting of stockholders next succeeding his election and until his successor is elected and qualified or until his earlier resignation or removal. Any director may resign at any time upon written notice to the Board of Directors or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Any director or the entire Board of Directors may be removed, with or without cause, by the stockholders. Vacancies and newly created directorships resulting from any increase in authorized number of directors or from any other cause may be filled by the Board of Directors.

SECTION 2.3 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board may from time to time determine, and if so determined notice thereof need not be given.

SECTION 2.4 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman of the Board, if any, by the Vice Chairman of the Board, if any, by the President or by any two directors. Reasonable notice thereof shall be given by the person or persons calling the meeting.

SECTION 2.5 Participation in Meetings by Conference Telephone Permitted. Unless otherwise restricted by the certificate or incorporation or these by-laws, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

SECTION 2.6 Quorum; Vote Required for Action. At all meetings of the Board of Directors a majority of the entire Board shall constitute a quorum for the transaction of business. At each meeting at which a quorum is present, the vote of a majority of the directors present at the meeting shall be the act of the Board. In case at any meeting of the Board a quorum shall not be present, the members of the Board present may adjourn the meeting from time to time until a quorum shall attend.

SECTION 2.7 Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in their absence by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

SECTION 2.8 Action by Directors Without a Meeting. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III

Committees

SECTION 3.1 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of at least two directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence of disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, removing or indemnifying directors or amending these by-laws; and no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

SECTION 3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of

members of such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and in other respects each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II of these by-laws.

ARTICLE IV

Officers

SECTION 4.1 Officers; Election. As soon as practicable after the annual meeting of stockholders in each year, the Board of Directors shall elect a President, a Secretary, and a Treasurer. The Board may also elect one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers and such other officers as the Board may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. Any number of offices may be held by the same person.

SECTION 4.2 Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until the first meeting of the Board after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the

Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

SECTION 4.3 Powers and Duties. The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in these by-laws or in a resolution of the Board of Directors which is not inconsistent with these by-laws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Secretary shall have the duty to record the proceedings of the meetings of the stockholders, the Board of Directors and any committees in a book to be kept for that purpose. The Board may require any officer, agent or employee to give security for the faithful performance of his or her duties.

ARTICLE V

Stock

SECTION 5.1 Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by such holder in the Corporation. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the

Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

SECTION 5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

Miscellaneous

SECTION 6.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

SECTION 6.2 Seal. The Corporation may have a corporate seal, which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

SECTION 6.3 Waiver of Notice of Meetings of Stockholders, Directors and Committees. Whenever notice is required to be given by law or under any provision of the certificate of incorporation or these by-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed

equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the certificate of incorporation or these by-laws.

SECTION 6.4 Indemnification of Directors, Officers and Employees. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director, officer or employee of the Corporation or serves or served at the request of the Corporation any other enterprise as a director, officer or employee. Expenses incurred by any such person in defending any such action, suit or proceeding shall be paid or reimbursed by the Corporation promptly upon receipt by it of an undertaking of such person to repay such expenses if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation. The rights provided to any person by this by-law shall be enforceable against the Corporation by such person who shall be presumed to have relied upon it in serving or continuing to serve as a director, officer or employee as provided above. No amendment of this by-law shall impair the rights of any person arising at any time with respect to events occurring prior to such amendment. For purposes of this by-law, the term "Corporation" shall include any predecessor of the Corporation and any consistent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger; the term "other enterprise" shall include any corporation, partnership, joint venture, trust or employee benefit plan; service "at the request of the Corporation" shall include service as a director,

officer or employee of the Corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants or beneficiaries; any excise taxes assessed on a person with respect to an employee benefit plan shall be deemed to be indemnifiable expenses; and action by a person with respect to any employee benefit plan which such person reasonably believes to be in the interest of the participants and beneficiaries of such plan shall be deemed to be action not opposed to the best interests of the Corporation.

SECTION 6.5 Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or her of their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

SECTION 6.6 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

SECTION 6.7 Amendment of By-laws. These by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors. In addition, the holders of not less than 51% of the Corporation's voting stock may adopt additional by-laws and may amend or repeal any by-law whether or not adopted by them.

EXHIBIT BBY-LAWS

ARTICLE IIDENTIFICATION

Section 1 - - Name. The name of the corporation shall be "PAKON, INC." (hereinafter referred to as the "corporation").

Section 2 - - Seal. The corporation shall have a corporate seal which shall be as follows: A circular disc, on the outer margin of which shall appear the corporate name and the State of Incorporation, with the words "corporate seal" through the center, so mounted that it may be used to impress these words in raised letters upon paper. The seal shall be in the charge of the Secretary.

Section 3 - - Fiscal Year. The fiscal year of the corporation shall begin at the beginning of the 1st day of January and end at the close of the 31st day of December next succeeding.

ARTICLE IICAPITAL STOCK

Section 1 - - Consideration for Shares. The Board of Directors shall cause the corporation to issue the capital stock of the corporation for such consideration as has been fixed by such Board in accordance with the provisions of the Articles of Incorporation.

Section 2 - - Payment of Shares. Subject to the provisions of the Articles of Incorporation, the consideration for the issuance of the shares of the capital stock of the corporation may be paid, in whole or in part, in money, or in other property, tangible or intangible; provided, however, that the part of the surplus of the corporation which is transferred to capital upon the issuance of such shares as a share dividend shall be deemed to be the consideration for the issuance of such shares. When payment of the consideration for which a share was authorized to be issued shall have been received by the corporation, or when surplus shall have been transferred to capital upon the issuance of a share dividend, such share shall be declared and taken to be fully paid and not liable to any further call or assessment, and the holder thereof shall not be liable for any further payments thereon. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such property, labor or services received as consideration, or the value placed by the Board of Directors upon the corporate assets in the event of a share dividend, shall be conclusive. Promissory notes or future services shall not be accepted in payment or part payment of any of the Stock of the corporation.

Section 3 - - Preemptive Rights. The holders of shares of the common stock of the corporation at all times shall have preemptive rights to subscribe for or acquire, in proportion to their holdings, any and all shares of common stock, or securities convertible into common stock, or warrants or other instruments carrying the right to purchase shares of common stock, which may hereafter be issued by the corporation, and such holders shall have such preemptive rights to subscribe for or acquire shares of any other class of stock of the corporation which may be hereafter issued, as may be provided by the laws of the State of Indiana.

Section 4 - - Issuance of Shares. The authorized but unissued shares of common stock of the corporation may be issued and sold or otherwise disposed of by the corporation, at any time or from time to time, for such consideration, not less than the par value of such shares, if any, and for such purpose or purposes, as may be determined by the Board of Directors.

Section 5 - - Acquisition by Corporation of its Own Stock. Unless any statute of the State of Indiana shall expressly provide to the contrary, the corporation may acquire, hold and dispose of any shares of its common stock or stock of any other class theretofore issued and outstanding.

Section 6 - - Certificates for Shares. The corporation shall issue to each shareholder a certificate signed by the president or a vice-president, and the secretary of the corporation certifying the number of shares owned by him in the corporation. Where such certificate is also signed by a transfer agent or registrar, the signatures of the president, vice-president, or secretary may be facsimiles. The certificate shall state the name of the registered holder, the number of shares represented thereby, the par value of each share or a statement that such shares have no par value, and whether such shares have been fully paid up. The certificate shall be legibly stamped to indicate the per centum which has been paid up, and as further payments are made thereon the certificate shall be stamped accordingly.

If the corporation issues more than one class, every certificate issued shall state the kind and class of shares represented thereby, and the relative rights, interests, preferences and restrictions of such class, or a summary thereof.

Section 7 - - Form of Certificates. The stock certificates to represent the shares of the capital stock of this corporation shall be in such form, not inconsistent with the laws of the State of Indiana, as may be adopted by the Board of Directors.

Section 8 - - Transfer of Stock. Title to a certificate and to the shares represented thereby can be transferred only:

- (a) By delivery of the certificate endorsed either in blank or to a specified person by the person appearing by the certificate to be the owner of the shares represented thereby; or
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(b) By delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign, or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney may be either in blank or to a specified person.

Section 9 - - Closing of Transfer Book. The transfer books shall be closed for a period of ten days prior to the date set for any meeting of shareholders, and during such period no new certificate of stock shall be issued by this corporation and no change or transfer shall be made upon the records thereof.

ARTICLE III

MEETINGS OF STOCKHOLDERS

Section 1 - - Place of Meetings. The Board of Directors may designate any place, either within or without the State of Indiana, as the place of meeting for any annual meeting or any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation, in the City of Evansville, Indiana.

Section 2 - - Annual Meetings. The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at 10:00 A.M. in the forenoon on the third Tuesday in February of each year, if such day is not a legal holiday, and if a holiday, then on the 1st following day that is not a legal holiday. If for any reason the annual meeting of the shareholders shall not be held at the time and place herein provided, the same may be held at any time following the close of each fiscal year of the corporation, but in no event shall the annual meeting of shareholders be held later than five months after the close of each fiscal year of the corporation.

Section 3 - - Special Meetings. A special meeting of the shareholders may be called at any time by the Board of Directors, the Chairman of the Board, or by Shareholders holding not less than one-third (1/3) of all the shares of capital stock outstanding and entitled by the Articles of Incorporation to vote on the business proposed to be transacted thereat.

Section 4 - - Notice of Meetings. A written or printed notice of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered or mailed by the secretary or by the officers or persons calling the meeting, to each holder of the capital stock of the corporation, at the time entitled to vote, at such address as appears upon the records of the corporation, at least ten days before the date of the meeting. Notice of any such meeting may be waived in writing by any shareholder if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the time and place thereof. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

Section 5 - - Voting at Meetings. Except as otherwise provided by the provisions of the Articles of Incorporation, every shareholder shall have the right at every shareholder's meeting of the corporation to one vote for

No share shall be voted at any meetings:

- (1) Upon which an installment is due and unpaid; or
- (2) Which shall have been transferred on the books of the corporation within ten days next preceding the date of the meeting; or
- (3) Which belongs to the corporation that issued the share.

Section 6 - - Proxies. A shareholder may vote either in person or by proxy executed in writing by the shareholder or a duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein.

Section 7 - - Quorum. Unless otherwise provided in the Articles of Incorporation, at any meeting of the shareholders, a majority of the shares of the capital stock outstanding and entitled by the Articles of Incorporation to vote, represented in person or by proxy, shall constitute a quorum.

Section 8 - - Organization. The Chairman of the Board, and in his absence, the Vice-Chairman of the Board, and in their absence any shareholder chosen by the shareholders present, shall call meetings of the shareholders to order and shall act as chairman of such meetings, and the secretary of the corporation shall act as secretary of all meetings of the shareholders. In the absence of the secretary, the presiding officer may appoint a shareholder to act as secretary of the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 - - Board of Directors. The Board of Directors shall consist of three (3) members, who shall be elected annually by a majority of the shares represented at the annual meeting of the shareholders. Such directors shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified. Directors must be a citizen of the United States. Directors need not be shareholders unless the Articles of Incorporation so require.

Section 2 - - Duties. The corporate power of the corporation shall be vested in the Board of Directors, who shall have the management and control of the business of the corporation. They shall employ such agents and servants as they may deem advisable, and fix the rate of compensation of all agents, employees and officers.

Section 3 - - Resignation. A director may resign at any time by filing his written resignation with the secretary.

Section 4 - - Removal. At a meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided in this Section, unless otherwise provided in the Articles of Incorporation. Any and all of the members of the Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote, at an election of directors.

Section 5 - - Vacancies. In case of any vacancy in the Board of Directors through death, resignation, removal or other cause, the remaining directors by the affirmative vote of a majority thereof, may elect a successor to fill such vacancy until the next annual meeting and until his successor is elected and qualified. If the vote of the remaining members of the Board shall result in a tie, the vacancy shall be filled by shareholders at the annual meeting or a special meeting called for the purpose. Shareholders shall be notified of the name, address, principal occupation and other pertinent information about any director elected by the Board of Directors to fill any vacancy.

Section 6 - - Annual Meeting. The Board of Directors shall meet each year immediately after the annual meeting of the shareholders, at the place where such meeting of the shareholders has been held, for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be had at any subsequent meeting of the Board specifically called in the manner provided in Section 7 following.

Section 7 - - Other Meetings. Other meetings of the Board of Directors may be held upon the call of the Chairman of the Board, the Vice-Chairman of the Board, or of two or more members of the Board of Directors, at any place within or without the State of Indiana, or by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other, in which case participation in such manner constitutes presence in person at the meeting, and upon forty-eight hours' notice, specifying the time, place, manner, and general purposes of the meeting, given to each director, either personally, by mailing or by telegram. At any meeting at which all directors are present, notice of the time, place and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent directors, either by written instrument or by telegram.

Section 8 - - Quorum. At any meeting of the board of directors, the presence of a majority of the members of the board elected and qualified shall constitute a quorum for the transaction of any business except the filing of vacancies in the board of directors.

Section 9 - - Organization. The Chairman of the Board, and in his absence the Vice-Chairman of the Board, and in their absence any director chosen by the directors present, shall call meetings of the Board of Directors to order, and shall act as chairman of such meeting. The secretary of the corporation shall

act as secretary of the Board of Directors, but in the absence of the secretary the presiding officer may appoint any director to act as secretary of the meeting.

Section 10 - - Order of Business. The order of business at all meetings of the Board of Directors shall be as follows:

- (1) Roll call,
- (2) Reading of the Minutes of the preceding meeting
and action thereon,
- (3) Reports of officers,
- (4) Reports of Committees,
- (5) Unfinished business,
- (6) Miscellaneous business,
- (7) New business.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. - - Number and Tenure. The Board of Directors may, at any meeting, appoint one director who, with the Chairman of the Board, shall constitute and be called the executive committee. In case of the absence or inability to act of the Chairman of the Board, the Vice-Chairman of the Board shall act as a member of the executive committee. At any time when the office of Vice-Chairman shall be vacant, the Board of Directors shall appoint a member of the Board of Directors to serve in the place of the Vice-Chairman. Each director appointed to the executive committee shall act as a member of the executive committee until another director is appointed and acts in his place. The Chairman of the Board shall preside at meetings of the executive committee.

In case of the absence or inability to act as Chairman of the Board, or upon his request, the duties and powers given to him in this Article shall vest in the Vice-Chairman, and in his absence or inability to act or if the office of Vice-Chairman shall be vacant, shall vest in such other director as may be appointed by the Board of Directors.

Section 2 - - Powers. The executive committee shall advise with and aid the officers of the corporation in all matters concerning its interests and the management of its business. When the Board of Directors is not in session, the executive committee shall have and may exercise all the powers of the Board of Directors, so far as such may be delegated legally, with reference to the conduct of the business of the corporation, except that the executive committee shall not have the power or authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets,

recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation or declaring a dividend or authorizing the issuance of stock.

Section 3 - - Meetings. Meetings of the executive committee shall be held at the office of the corporation, or elsewhere, or by means of a conference telephone or similar communications equipment by which all persons participating in the meeting of the executive committee can communicate with each other, and participation in this manner shall constitute presence in person at the meeting. Such meetings of the executive committee may be held at such time or times as the members of the executive committee may appoint, but the executive committee shall at all times be subject to the call of the Chairman of the Board.

Section 4. - - Records and Reports. The executive committee, through the secretary any assistant secretary, shall keep the minutes of the meetings of the executive committee and cause them to be recorded in a book kept at the principal office of the corporation for that purpose. Such minutes shall be presented to the Board of Directors from time to time for their information.

ARTICLE VI

OFFICERS OF THE CORPORATION

Section 1 - - Officers. The officers of the corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a President, a Secretary, and a Treasurer, and the Board of Directors, furthermore, may appoint such assistant secretaries and assistant treasurers as it may determine. All such officers shall serve during the pleasure of the Board of Directors. Any two or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person. The Board of Directors by resolution may create and define the duties of other offices in the corporation and shall elect and appoint persons to fill all such offices. Election or appointment of an officer shall not of itself create any contract rights.

Section 2 - - Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the corporation, or otherwise, the same shall be filled by the board of directors and the officer so elected shall hold office until his successor is chosen and qualified.

Section 3 - - Chairman of the Board. The Chairman of the Board shall preside at all meetings of shareholders, meetings of the Board of Directors, and meetings of the executive committee, and shall have such other and further authority and perform such other duties as are prescribed by these by-laws and by the Board of Directors.

Section 4 - - Vice-Chairman of the Board. The Vice-Chairman of the Board, if he is not the chief executive officer of the corporation, shall have authority and perform such duties as may be prescribed by these by-laws and by the

Chairman of the Board. The Vice-Chairman of the Board, in the absence or disability of the Chairman of the Board, shall preside at all meetings of the stockholders, meetings of the Board of Directors, and meetings of the executive committee.

Section 5 - - President. The President, if he is not the chief executive officer of the corporation, shall have such authority and perform such duties as may be prescribed by these by-laws and by the chief executive officer.

The President, if he is the chief executive officer of the corporation, shall have such authority and perform such duties as are prescribed by these by-laws and by the Board of Directors.

Section 6 - - Chief Executive Officer. The Board of Directors shall designate the Chairman of the Board, the Vice-Chairman of the Board, or the President as the chief executive officer of the corporation. Such chief executive officer shall have the general direction of the affairs of the corporation, subject to the Board of Directors. He may appoint and discharge agents and employees, and perform such other duties as are incident to his office or delegated to him by the Board of Directors or which are or may at any time be authorized or required by law.

Section 7 - - Secretary. The Secretary shall have the custody and care of the corporate seal, records, minutes and stock books of the corporation. He shall attend all meetings of the shareholders and of the Board of Directors, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors, when required. He shall attend to the giving and serving of all notices of the corporation, shall file and take charge of all papers and documents belonging to the corporation and shall perform such other duties as this code of by-laws may require or the Board of Directors may prescribe.

Section 8 - - Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times, the financial condition of the corporation. He shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the corporation. He shall immediately deposit all funds of the corporation coming into his hands in some reliable bank or depository to be designated by the Board of Directors, and shall keep such bank account in the name of the corporation. He shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the corporation, and shall perform such other duties as this code of by-laws may require or the Board of Directors may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.

Section 9 - - Assistant Secretaries and Assistant Treasurers. The assistant secretaries and the assistant treasurers, respectively (in the order designated by the Board of Directors or, lacking such designation, by the Chairman of the Board) in the absence of the Secretary or Treasurer, as the

case may be, shall perform the duties and exercise the powers of such Secretary of Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

Section 10 - - Delegation of Authority. In case of the absence of any officer of the corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate the powers or duties of such officer to any other officer or to any director, for the time being, provided a majority of the entire board of directors concurs therein.

Section 11 - - Execution of Documents. Unless otherwise provided by the Board of Directors, or the executive committee, all contracts, leases, commercial paper and other instruments in writing and legal documents, shall be signed by the president and attested by the secretary. All bonds, deeds and mortgages shall be signed by the President and attested by the Secretary. All certificates of stock shall be signed by the President and attested by the Secretary.

All checks, drafts, notes and orders for the payment of money shall be signed by those officers or employees of the corporation as the directors may from time to time designate.

Section 12 - - Loans to Officers. No loan of money or property or any advance on account of services to be performed in the future shall be made to any officer or director of the corporation.

ARTICLE VII

INDEMNIFICATION

Section 1 - - Indemnification. The corporation shall indemnify and hold harmless each of its directors and officers against any and all expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being and having been a director or officer of the corporation, except in relation to matters as to which he shall be adjudged in such action suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such director or officer. In the event of settlement of such action, suit or proceeding in the absence of such adjudication, indemnification shall include reimbursement of amounts paid in settlement and expenses actually and necessarily incurred by such director or officer in connection therewith but such indemnification shall be provided only if the corporation is advised by its counsel that, in his opinion, (i) such settlement is for the best interests of the corporation and (ii) the director or officer to be indemnified has not been guilty of negligence or misconduct in respect of any matter covered by such settlement. Such right of indemnification shall not be deemed exclusive of any other right, rights, to which he may be entitled under any by-law, agreement, vote of shareholders or otherwise.

ARTICLE VIIICORPORATE BOOKS

Section 1 - - Place of Keeping, in General. Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of the corporation or by these by-laws, the books and records of the corporation may be kept at such place or places, within or without the State of Indiana, as the board of directors may from time to time by resolution determine.

Section 2 - - Stock Register or Transfer Book. The original or duplicate stock register or transfer book shall contain a complete and accurate shareholders list, alphabetically arranged, giving the names and addresses of all shareholders, the number and classes of shares held by each, and shall be kept at the principal office of the corporation in the State of Indiana.

ARTICLE IXAMENDMENTS

Section 1 - - Amendments. By-laws may be adopted, amended or repealed at any meeting of the Board of Directors by the vote of a majority thereof, unless the Articles of Incorporation provide for the adoption, amendment, or repeal by the shareholders, in which event, action thereon may be taken at any meeting of the shareholders by the vote of a majority of the voting shares outstanding.

ARTICLE XREPAYMENT OF EXCESS PAYMENTS

Section 1 - - Repayment. All payments made by the corporation to any officer or director of the corporation, whether as salary, wages, fees, rent, interest, or otherwise, and with respect to which the corporation takes and asserts an income tax deduction, shall be expressly subject to the obligation of the payee to repay such portion thereof as may be finally disallowed as an income tax deduction by the corporation. All officers and directors are charged with knowledge of this section of the by-laws and the fact that their contracts of employment or other contracts with the corporation are expressly subject to the provisions of this By-law.

EXHIBIT B

BY-LAWS

OF

QUALEX INC.

(adopted as of August 12, 1994)

ARTICLE I

Stockholders

Section 1.1 Annual Meetings. An annual meeting of stockholders shall be held for the election of directors at such date, time, and place either within or without the State of Delaware as may be designated by the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting.

Section 1.2 Special Meetings. Special meetings of stockholders may be called at any time by the Chairman of the Board, if any, the Vice Chairman of the Board, if any, the President or the Board of Directors, to be held at such date, time, and place either within or without the State of Delaware as may be stated in the notice of the meeting.

Section 1.3 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or

purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not fewer than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation.

Section 1.4 Adjournments. Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 1.5 Quorum. At each meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these by-laws, the holders of a majority of the outstanding shares of each class of stock entitled to vote at the meeting, present in person or represented by

proxy, shall constitute a quorum. For purposes of the foregoing, two or more classes or series of stock shall be considered a single class if the holders thereof are entitled to vote together as a single class at the meeting. In the absence of a quorum, the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided by Section 1.4 of these by-laws until a quorum shall attend. Shares of its own capital stock belonging on the record date for the meeting to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.6 Organization. Meetings of stockholders shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in the absence of the President by a Vice President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary shall act as

secretary of the meeting, or in the absence of the Secretary by an Assistant Secretary, or in their absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7 Voting; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the Corporation. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors unless the holders of a majority of the outstanding shares of all classes of stock entitled to

vote thereon present in person or by proxy at such meeting shall so determine. At all meetings of stockholders, the affirmative vote of the holders of a majority of the shares of all classes of stock present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders. Where a separate vote by class is required, the affirmative vote of the holders of a majority of the shares of each class present in person or represented by proxy at the meeting shall be the act of such class, except as otherwise provided by law or by the certificate of incorporation or these by-laws.

Section 1.8. Fixing Date for Determination of Stockholders of Record. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any lawful action, the Board of Directors may fix, in advance, a record date, which shall be not more than sixty nor fewer than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at

the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board is necessary, shall be the day on which the first written consent is expressed; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

Section 1.9 List of Stockholders Entitled to Vote.

The Secretary shall prepare and make, at least ten days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place

shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 1.10. Consent of Stockholders in Lieu of Meeting. Unless otherwise provided in the certificate of incorporation, any action required by law to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of all outstanding shares entitled to vote thereon.

ARTICLE II

Board of Directors

Section 2.1 Powers; Number; Qualifications. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, except as may be otherwise provided by law or in the certificate of incorporation. The Board shall consist of one or more members, the number thereof to be determined from time to

time by the stockholders. Directors need not be stockholders.

Section 2.2 Election; Term of Office; Resignation; Removal; Vacancies. Each director shall hold office until the annual meeting of stockholders next succeeding his election and until his successor is elected and qualified or until his earlier resignation or removal. Any director may resign at any time upon written notice to the Board of Directors or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Any director or the entire Board of Directors may be removed, with or without cause, by the stockholder or stockholders, as the case may be, who nominated the director or directors in question pursuant to the Agreement. Vacancies and newly created directorships resulting from any increase in authorized number of directors or from any other cause may be filled by the stockholders.

Section 2.3 Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times, no less frequently than quarterly, as the Board may from time to time determine, and if so determined notice thereof need not be given.

Section 2.4 Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chairman of the Board, if any, by the Vice Chairman of the Board, if any, by the President or by any two directors. Reasonable notice thereof shall be given by the person or persons calling the meeting.

Section 2.5 Participation in Meetings by Conference Telephone Permitted. Unless otherwise restricted by the certificate or incorporation or these by-laws, members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or of such committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 2.6 Quorum: Vote Required for Action. At all meetings of the Board of Directors a majority of the entire Board shall constitute a quorum for the transaction of business. At each meeting at which a quorum is present, the vote of the majority of the directors shall be the act of the Board. In case at any meeting of the Board a quorum shall

not be present, the members of the Board present may adjourn the meeting from time to time until a quorum shall attend.

Section 2.7 Organization. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in the absence of the Chairman of the Board by the Vice Chairman of the Board, if any, or in the absence of the Vice Chairman of the Board by the President, or in their absence by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8 Action by Directors Without a Meeting. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE III

Committees

Section 3.1 Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of at least two directors of the Corporation, one nominated by one shareholder under the Agreement, the other nominated by the other shareholder. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence of disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, subject to the Agreement, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the

Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, removing or indemnifying directors or amending these by-laws; and no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

Section 3.2 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board or a provision in the rules of such committee to the contrary, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and in other respects each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article II of these by-laws.

ARTICLE IV

Officers

Section 4.1 Officers: Election. As soon as practicable after the annual meeting of stockholders in each year, the Board of Directors shall elect a President and a

Secretary, and it may, if it so determines, elect from among its members a Chairman of the Board and a Vice Chairman of the Board. The Board may also elect one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as the Board may deem desirable or appropriate and may give any of them such further designations or alternate titles as it considers desirable. Any number of officers may be held by the same person.

Section 4.2 Term of Office; Resignation; Removal; Vacancies. Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until the first meeting of the Board after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board or to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall

not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board at any regular or special meeting.

Section 4.3 Powers and Duties. The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in these by-laws or in a resolution of the Board of Directors which is not inconsistent with these by-laws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board. The Secretary shall have the duty to record the proceedings of the meetings of the stockholders, the Board of Directors and any committees in a book to be kept for that purpose. The Board may require any officer, agent or employee to give security for the faithful performance of his or her duties.

ARTICLE V

Stock

Section 5.1 Certificates. Every holder of stock in the Corporation shall be entitled to have a certificate signed by or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an

Assistant Treasurer, or the Secretary or an Assistant Secretary, of the Corporation, certifying the number of shares owned by such holder in the Corporation. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.2 Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates. The Corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI
Miscellaneous

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 6.2 Seal. The Corporation may have a corporate seal, which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 6.3 Waiver of Notice of Meetings of Stockholders, Directors and Committees. Whenever notice is required to be given by law or under any provision of the certificate of incorporation or these by-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special

meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice unless so required by the certificate of incorporation or these by-laws.

Section 6.4 Indemnification of Directors, Officers and Employees. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to any action, suit or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director, officer or employee of the Corporation or serves or served at the request of the Corporation any other enterprise as a director, officer or employee. Expenses incurred by any such person in defending any such action, suit or proceeding shall be paid or reimbursed by the Corporation promptly upon receipt by it of an undertaking of such person to repay such expenses if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation. The rights provided to any person by this by-law shall be enforceable against the Corporation by such person who shall be presumed to have relied upon it in serving or continuing to serve as a director, officer or employee as provided above. No amendment of this by-law shall impair the rights of any person arising at any time with respect to events occurring prior to such amendment. For purposes of this by-law, the

term "Corporation" shall include any predecessor of the Corporation and any consistent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger; the term "other enterprise" shall include any corporation, partnership, joint venture, trust or employee benefit plan; service "at the request of the Corporation" shall include service as a director, officer or employee of the Corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants or beneficiaries; any excise taxes assessed on a person with respect to an employee benefit plan shall be deemed to be indemnifiable expenses; and action by a person with respect to any employee benefit plan which such person reasonably believes to be in the interest of the participants and beneficiaries of such plan shall be deemed to be action not opposed to the best interests of the Corporation.

Section 6.5 Interested Directors; Quorum. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or

committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes the contract or transaction.

Section 6.6 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept

can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

Section 6.7 Amendment of By-Laws. These by-laws may be amended or repealed, and new by-laws adopted, by the Board of Directors. In addition, the holders of not less than 80% of the Corporation's voting stock may adopt additional by-laws and may amend or repeal any by-law whether or not adopted by them.

FIRST AMENDMENT
TO SECURITY AGREEMENT

This FIRST AMENDMENT TO SECURITY AGREEMENT, dated as of January 27, 2010 (this “**Amendment**”), is entered into by EASTMAN KODAK COMPANY, a New Jersey corporation (the “**Company**”), and each direct or indirect subsidiary of the Company listed on the signature pages hereof (the Company and such subsidiaries, collectively, the “**Grantors**”, and each, individually, a “**Grantor**”), in favor of THE BANK OF NEW YORK MELLON, as collateral agent (in such capacity, together with its successors and assigns from time to time, the “**Collateral Agent**”) for the Second Lien Secured Parties, and is made with reference to that certain Security Agreement, dated as of September 29, 2009 (as amended, amended and restated, supplemented or otherwise modified through the date hereof, the “**Security Agreement**”), among the Company, the other Grantors party thereto and the Collateral Agent. Capitalized terms used herein without definition shall have the same meanings herein as set forth in the Security Agreement after giving effect to this Amendment.

RECITALS

WHEREAS, the Company and the other Grantors have requested that the Collateral Agent agree to amend certain provisions of the Security Agreement as provided for herein; and

WHEREAS, the holders of a majority of the outstanding principal amount of the Notes have consented to the amendments set forth herein; and

WHEREAS, all actions necessary to make this Amendment the legal, valid and binding obligation of each of the Grantors have been taken or are being taken simultaneously with the execution and delivery of this Amendment by the Grantors.

NOW, THEREFORE, in consideration of the premises and the agreements, provisions and covenants herein contained, the parties hereto agree as follows:

SECTION I. AMENDMENTS TO US SECURITY AGREEMENT

1.1 Amendments to Preliminary Statements.

The sixth Preliminary Statement to the Security Agreement is hereby amended by inserting the words “(as such schedule may be amended or supplemented by the Company from time to time as necessary to implement the exclusion from Collateral set forth in clause (F) of the proviso at the end of Section 1)” immediately after the words “Part I of Schedule I hereto” appearing in the third line thereof.

1.2 Amendments to Section 1: Grant of Security.

(a) Section 1 of the Security Agreement is hereby amended by deleting clause (c) thereof in its entirety and inserting the following in lieu thereof:

“(c) (i) all accounts, instruments (including, without limitation, promissory notes), deposit accounts, chattel paper, general intangibles (including, without limitation, payment intangibles) and other obligations of any kind owing to the Grantors, whether or not arising out of or in connection with the sale or lease of goods or the rendering of services and whether or not earned by performance (any and all such instruments, deposit accounts, chattel paper, general intangibles and other obligations to the extent not referred to in clause (d), (e) or (f) below, being the “**Receivables**”), and all supporting obligations, security agreements, Liens, leases, letters of credit and other contracts owing to the Grantors or supporting the obligations owing to the Grantors under the Receivables (collectively, the “**Related Contracts**”), and (ii) all commercial tort claims now or hereafter described on Schedule XII;”.

(b) Section 1 of the Security Agreement is hereby amended by deleting the words “subject to restrictions on assignment and/or transfer,” appearing in clauses (d)(v), (d)(vi), (e), (g)(v) and (g)(vi) thereof.

(c) Section 1 of the Security Agreement is hereby amended by deleting “5%” in each instance appearing in clause (d)(iii) thereof and inserting “2%” in lieu thereof.

(d) Section 1 of the Security Agreement is hereby amended by deleting clause (g)(i) thereof in its entirety and inserting the following in lieu thereof:

“(i) all patents, patent applications, utility models and statutory invention registrations, all inventions claimed or disclosed therein and all improvements thereto (other than those patents and related rights currently contemplated to be sold by the Company or any other Grantor to the extent identified as such in Schedule IV(A)(i) attached hereto) (“**Patents**”);”

(e) Section 1 of the Security Agreement is hereby amended by (i) re-lettering existing clause (h) as clause (i), (ii) deleting the word “and” at the end of clause (g)(vi) thereof and inserting a new clause (h) immediately following clause (g)(vi) thereof as follows:

“(h) all documents, all money and all letter-of-credit rights; and”.

(f) Section 1 of the Security Agreement is hereby amended by deleting the word “or” at the end of clause (D) of the proviso at the end of such Section and inserting a new clause (F) immediately after clause (E) thereof as follows:

“or (F) any “securities” of any of the Company’s “affiliates” (as the terms “securities” and “affiliates” are used in Rule 3-16 of Regulation S-X under the Securities Act) to the extent that Rule 3-16 of Regulation S-X under the Securities Act requires or would require (or is replaced with another rule or regulation, or any other law, rule or regulation is adopted, that would require) the filing with the SEC of separate financial statements of the applicable “affiliate” that are not otherwise required to be filed due to the fact that a security interest in the “securities” of such “affiliate” has been granted hereunder as security for the payment or performance of the Secured Obligations, but only to the extent necessary, and only for so long as required, to cause the applicable “affiliate” to not be subject to such requirement”.

1.3 Amendments to Section 9: Insurance.

Section 9 of the Security Agreement is hereby amended by deleting the reference to “Section 1(h)” in the last sentence of clause (a) thereof and inserting “Section 1(i)” in lieu thereof.

1.4 Amendments to Section 14 As to Letter-of-Credit-Rights.

(a) Section 14 of the Security Agreement is hereby amended by inserting the words “and Commercial Tort Claims” after the words “Letter-of-Credit-Rights” appearing in the heading of such Section.

(b) Section 14 of the Security Agreement is hereby amended by inserting a new clause (c) at the end of clause (b) thereof as follows:

“(c) In the event that any Grantor hereafter acquires or has any commercial tort claim that has been filed with any court in excess of \$25,000,000 in the aggregate, it shall, promptly after such claim has been filed with such court, deliver a supplement to Schedule XII hereto, identifying such new commercial tort claim; *provided, however,* that, with respect to any commercial tort claim in respect of Intellectual Property Collateral, the obligation set forth in this Section 14(c) shall only be applicable with respect to any such commercial tort claim to the extent relating to Intellectual Property Collateral with respect to which the applicable Grantors have executed or otherwise authenticated (or have an obligation pursuant to Section 11(e) to execute or otherwise authenticate) an Intellectual Property Security Agreement.”.

1.5 Other Amendments.

(a) Sections 4, 5, 9, 10, 11, 13, 14, 15, 16 and 19 of the Security Agreement are hereby amended by deleting the words “Event of Default” in each instance appearing therein and inserting the words “Actionable Default” in lieu thereof in each such instance.

(b) The Security Agreement is hereby amended by inserting a new Section 28 immediately after Section 27 thereof as follows:

“Section 28. Local Law Pledges. As it relates to the percentage of Equity Interests of any Material Subsidiary that shall constitute Collateral hereunder, in the event of any conflict between this Agreement and any local law security documents delivered pursuant to this Agreement with respect to any Material Subsidiary, the terms of this Agreement shall govern. At any time when clause (F) of the proviso at the end of Section 1 would apply to reduce the amount of Equity Interests in any Material Subsidiary that are included in the Collateral, the Pledged Equity of such Material Subsidiary shall, for all purposes under this Agreement, be automatically deemed reduced as of the end of the prior fiscal year to a level that would not require the filing of separate financial statements for such Material Subsidiary with the Securities and Exchange Commission.”

1.6 Amendments to Schedules.

- (a) Part I of Schedule I to the Security Agreement is hereby amended and restated in its entirety as set forth in Exhibit A attached hereto.
- (b) The Security Agreement is hereby amended by inserting a new Schedule XII as set forth in Exhibit B attached hereto.

1.7 Amendments to Exhibits.

Exhibit C to the Security Agreement is hereby amended by deleting the words “subject to restrictions on assignment or transfer,” appearing in Section 1 thereof.

SECTION II. CONDITIONS TO EFFECTIVENESS

This Amendment shall become effective as of the date hereof only upon the satisfaction of all of the following conditions precedent (the “**First Amendment Effective Date**”):

A. Execution. The Collateral Agent shall have received counterparts of this Amendment duly executed and delivered by the Company, each other Grantor and the Collateral Agent.

B. Payment of Fees and Expenses. The Grantors shall have paid to the Collateral Agent all fees, costs and expenses owing to the Collateral Agent (and its officers, directors, employees and agents) as of such date (including, without limitation, the reasonable fees, disbursements and other charges of Latham & Watkins LLP) required to be reimbursed or paid by the Grantors hereunder, under the Collateral Trust Agreement or under any Second Lien Collateral Document (as defined in the Collateral Trust Agreement) (the “**Security Documents**”).

C. Representations and Warranties. Each of the representations and warranties in Section III below shall be true and correct in all material respects.

SECTION III. REPRESENTATIONS AND WARRANTIES

In order to induce the Collateral Agent to enter into this Amendment and to amend the Security Agreement in the manner provided herein, each Grantor represents and warrants to the Collateral Agent that the following statements are true and correct in all material respects:

A. Corporate Power and Authority. Each Grantor has all requisite power and authority to enter into this Amendment and to carry out the transactions contemplated by, and perform its obligations under, this Amendment and under the Security Agreement as amended by this Amendment (the “**Amended Agreement**”).

B. Authorization; No Conflict. The execution and delivery of this Amendment and the performance by each Grantor of its obligations under this Amendment and under the Amended Agreement have been duly authorized by all necessary corporate, partnership or other applicable

entity action on its part (including, without limitation, any required shareholder approvals), and do not and will not conflict with, or result in a breach of, or require any consent under, the charter or by-laws or other constitutive document of any Grantor, or any applicable law or regulation, or any order, writ, injunction or decree of any federal, state, foreign or other governmental authority or regulatory body, or any agreement or instrument to which any Grantor or any of its subsidiaries is a party or by which any of them or any of their property is bound or to which any of them is subject, or constitute a default under any such agreement or instrument, or (except for Liens created pursuant to the Security Documents and Permitted Liens) result in the creation or imposition of any Lien upon any property of any Grantor or any of its subsidiaries pursuant to the terms of any such agreement or instrument.

C. Governmental Consents. No authorizations, approvals or consents of, and except for filings and recordings in respect of the Liens created pursuant to the Security Documents, no filings or registrations with, any federal, state, foreign or other governmental authority or regulatory body, or any securities exchange, are necessary for the execution or delivery by any Grantor of this Amendment, or the performance by any Grantor of this Amendment or the Amended Agreement or for the legality, validity or enforceability hereof or thereof.

D. Binding Effect. This Amendment has been duly and validly executed and delivered by each Grantor. Each of this Amendment and the Amended Agreement constitutes a legal, valid and binding obligation of each Grantor, enforceable against each Grantor in accordance with its terms, except as such enforceability may be limited by (i) bankruptcy, insolvency, reorganization, moratorium or similar laws of general applicability affecting the enforcement of creditors' rights and (ii) the application of general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or at law).

E. Absence of Default. No Default (as defined in the Indenture) or Actionable Default (as defined in the Collateral Trust Agreement) has occurred and is continuing or would result from the consummation of the transactions contemplated by this Amendment or the Amended Agreement.

SECTION IV. MISCELLANEOUS

A. Reference to and Effect on the Security Agreement and the Other Second Lien Documents.

(i) On and after the First Amendment Effective Date, each reference in the Security Agreement to "this Agreement", "hereunder", "hereof", "herein" or words of like import referring to the Security Agreement, and each reference in the other Second Lien Documents to the "Security Agreement", "thereunder", "thereof" or words of like import referring to the Security Agreement shall mean and be a reference to the Amended Agreement.

(ii) Except as specifically amended by this Amendment, the Security Agreement and the other Second Lien Documents (including any exhibits, schedules and annexes thereto) shall remain in full force and effect and are hereby ratified and confirmed in all respects. Without limiting the foregoing, the Security Agreement and

the other Second Lien Collateral Documents and all of the Collateral described therein do and shall continue to secure the payment of all Second Lien Obligations to the extent provided in the Second Lien Collateral Documents.

(iii) The execution, delivery and performance of this Amendment shall not constitute a waiver of any provision of, or operate as a waiver of any right, power or remedy of the Collateral Agent or any other Second Lien Secured Party under, the Security Agreement or any of the other Second Lien Documents.

B. Headings. Section and subsection headings appearing herein are included solely for convenience of reference and are not intended to affect the interpretation of any provision of this Amendment.

C. Successors and Assigns. This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

D. Severability. Any provision of this Amendment that is prohibited or unenforceable in any jurisdiction shall not invalidate the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

E. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Amendment by telecopier or other electronic transmission shall be effective as delivery of an original executed counterpart of this Amendment.

F. Governing Law. This Amendment shall be governed by, and construed in accordance with, the laws of the State of New York.

G. Second Lien Document. This Amendment is a “Second Lien Collateral Document” and a “Second Lien Document” under and as defined in the Collateral Trust Agreement and shall (unless otherwise expressly indicated herein) be construed, administered and applied in accordance with the terms and provisions thereof. The Grantors and the Collateral Agent hereby acknowledge and agree to Sections 5 and 6 of the Collateral Trust Agreement.

H. Miscellaneous. The provisions of the Collateral Trust Agreement under the headings “Consent to Jurisdiction” and “Waiver of Jury Trial” are incorporated herein by this reference and such incorporation shall survive any termination of the Collateral Trust Agreement. The recitals contained herein are deemed to be those of the Company and the other Grantors and not of the Collateral Agent.

I. Foreign Pledge Documents. Notwithstanding anything to the contrary in the Second Lien Documents, (i) the Company shall have 90 days from the date of this Amendment to deliver a deed of pledge of shares governed by Dutch law, duly executed and delivered by all parties thereto and in form and substance reasonably satisfactory to the Collateral Agent, with respect to the pledge of the capital stock of Eastman Kodak Holdings B.V. in favor of the Collateral Agent and (ii) with respect to any security documents under local law to be delivered with respect to

additional Material Subsidiaries as of the date of this Amendment that were not Material Subsidiaries immediately prior to giving effect to this Amendment, the Company shall have 120 days from the date of this Amendment to deliver such security documents to the Collateral Agent (it being understood that no such security documents shall be required to be delivered with respect to any such Material Subsidiaries to the extent that applicable foreign law prohibits the creation of a security interest in favor of the Collateral Agent), and no Actionable Default shall arise as a result of any failure by the Company to deliver such security documents prior to the applicable time set forth above. The Company and the Collateral Agent shall use commercially reasonable efforts to include in any security documents under local law such provisions, and to execute all documents and instruments, as are necessary to implement the exclusion from Collateral set forth in clause (F) of the proviso at the end of Section 1 of the Amended Agreement, within the time periods required for compliance with Rule 3-16 of Regulation S-X to be effective as of the prior fiscal year end.

[Remainder of page left blank intentionally]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

EASTMAN KODAK COMPANY

By: /s/ William G. Love

Name: William G. Love

Title: Treasurer

CREO MANUFACTURING AMERICA LLC

KODAK AVIATION LEASING LLC

By: /s/ William G. Love

Name: William G. Love

Title: Manager

EASTMAN GELATINE CORPORATION

EASTMAN KODAK INTERNATIONAL

CAPITAL COMPANY, INC.

FAR EAST DEVELOPMENT LTD.

FPC INC.

KODAK (NEAR EAST), INC.

KODAK AMERICAS, LTD.

KODAK IMAGING NETWORK, INC.

KODAK PORTUGUESA LIMITED

KODAK REALTY, INC.

LASER EDIT, INC.

LASER-PACIFIC MEDIA CORPORATION

PACIFIC VIDEO, INC.

PAKON, INC.

QUALEX INC.

By: /s/ William G. Love

Name: William G. Love

Title: Treasurer

First Amendment to Security Agreement

KODAK PHILIPPINES, LTD.
NPEC INC.

By: /s/ William G. Love

Name: William G. Love

Title: Assistant Treasurer

First Amendment to Security Agreement

THE BANK OF NEW YORK MELLON,
as Collateral Agent

By: /s/ Franca M. Ferrera
Name: Franca M. Ferrera
Title: Senior Associate

First Amendment to Security Agreement

Exhibit A

**Schedule I, Part I to the
Security Agreement
as of January 27, 2010**

INVESTMENT PROPERTY

Part I

Initial Pledged Equity

Exhibit B

**Schedule XII to the
Security Agreement**

COMMERCIAL TORT CLAIMS

None.

OPINION OF JOYCE P. HAAG

[Eastman Kodak Company Letterhead]

January 28, 2010

Eastman Kodak Company
343 State Street
Rochester, New York 14650

Ladies and Gentlemen:

I am general counsel of Eastman Kodak Company, a New Jersey corporation (the "Company"), and in that capacity I am generally responsible for the legal matters of the Company and its subsidiaries, including Creo Manufacturing America LLC, Eastman Gelatine Corporation, Eastman Kodak International Capital Company, Inc., Far East Development Ltd., FPC Inc., Kodak Americas, Ltd., Kodak Aviation Leasing LLC, Kodak Imaging Network, Inc., Kodak (Near East), Inc., Kodak Philippines, Ltd., Kodak Portuguesa Limited, Kodak Realty, Inc., Laser Edit, Inc., Laser-Pacific Media Corporation, NPEC Inc., Pacific Video, Inc., Qualex Inc. and Pakon, Inc. (the "Guarantors"). I, or attorneys under my direction, have acted in such capacity in connection with the registration by the Company under the Securities Act of 1933, as amended (the "Securities Act"), of the offer and sale by the holders thereof of \$300,000,000 in aggregate principal amount of the Company's 10.50% Senior Notes due 2017 (the "Notes"), the guarantees related thereto (the "Guarantees") by the Guarantors, the Warrants (defined below) and the Underlying Shares (defined below), pursuant to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission (the "Commission") on July 30, 2009, as amended by Post Effective Amendment No. 1 thereto, filed with the Commission on January 28, 2010 (the "Registration Statement"). The Notes and Guarantees were issued pursuant to the indenture (the "Indenture"), dated as of September 29, 2009, by and among the Company, the Guarantors, The Bank of New York Mellon, as trustee (the "Trustee") and collateral agent.

Concurrently with the issuance of the Notes, the Company also issued warrants (the "Warrants") to purchase 40,000,000 shares (the "Underlying Shares" and, collectively with the Notes, the Guarantees and the Warrants, the "Securities") of the Company's Common Stock, par value \$2.50 per share, pursuant to the terms of the Note and Warrant Purchase Agreement dated as of September 16, 2009, among the Company, KKR Jet Stream (Cayman) Limited and Kohlberg Kravis Roberts & Co. L.P.

I have reviewed such corporate records, certificates and other documents, and such questions of law, as I have considered necessary or appropriate for the purposes of this opinion. I have assumed that all signatures are genuine, that all documents submitted to me as originals are authentic and that all copies of documents submitted to me conform to the originals.

I have relied as to certain matters on information obtained from public officials, officers of the Company, and other sources believed by me to be responsible.

Based upon the foregoing, and subject to the qualifications set forth below, I am of the opinion that:

1. The Indenture has been duly authorized, executed and delivered by each Guarantor and the Indenture is a legal, valid and binding obligation of each of the Guarantors, enforceable against each of the Guarantors in accordance with its terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other laws of general applicability relating to or affecting creditors' rights, and to general equity principles (regardless of whether enforceability is considered at law or in equity).
2. The Guarantee of each Guarantor has been duly authorized by such Guarantor and constitutes the legal, valid and binding obligation of such Guarantor, enforceable against such Guarantor in accordance with its terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other laws of general applicability relating to or affecting creditors' rights, and to general equity principles (regardless of whether enforceability is considered at law or in equity).

I am a member of the bar of the State of New York only. The opinions expressed above are limited to the law of the State of New York, the Delaware General Corporation Law, the corporate and limited liability company laws of the States of California, Indiana and Wyoming and the Commonwealth of Massachusetts set forth in standard compilations of corporation, limited liability company and other business statutes set forth in the *Wolters Kluwer Law and Business Corporation: Statutes* (Aspen Publishers) and the Federal laws of the United States of America.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to my name under the heading "Legal Matters" in the Prospectus contained in the Registration Statement and any Prospectus Supplement related to the Securities. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Sincerely,

/s/ Joyce P. Haag

Joyce P. Haag

General Counsel & Senior Vice President

OPINION OF WILSON SONSINI GOODRICH & ROSATI, PROFESSIONAL CORPORATION

[WSGR Letterhead]

January 28, 2010

Eastman Kodak Company
343 State Street
Rochester, New York 14650

Ladies and Gentlemen:

We are acting as counsel to Eastman Kodak Company, a New Jersey corporation (the "Company"), in connection with the registration by the Company under the Securities Act of 1933, as amended (the "Securities Act"), of the offer and sale by the holders thereof of \$300,000,000 in aggregate principal amount of the Company's 10.50% Senior Notes due 2017 (the "Notes"), the guarantees related thereto (the "Guarantees") by Creo Manufacturing America LLC, Eastman Gelatine Corporation, Eastman Kodak International Capital Company, Inc., Far East Development Ltd., FPC Inc., Kodak Americas, Ltd., Kodak Aviation Leasing LLC, Kodak Imaging Network, Inc., Kodak (Near East), Inc., Kodak Philippines, Ltd., Kodak Portuguesa Limited, Kodak Realty, Inc., Laser Edit, Inc., Laser-Pacific Media Corporation, NPEC Inc., Pacific Video, Inc., Qualex Inc. and Pakon, Inc. (the "Guarantors"), the Warrants (defined below) and the Underlying Shares (defined below), pursuant to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission (the "Commission") on July 30, 2009, as amended by Post Effective Amendment No. 1 thereto, filed with the Commission on January 28, 2010 (the "Registration Statement"). The Notes and Guarantees were issued pursuant to the indenture (the "Indenture"), dated as of September 29, 2009, by and among the Company, the Guarantors and The Bank of New York Mellon, as trustee (the "Trustee") and collateral agent.

Concurrently with the issuance of the Notes, the Company also issued warrants (the "Warrants") to purchase 40,000,000 shares (the "Underlying Shares") and, collectively with the Notes, the Guarantees and the Warrants, the "Securities") of the Company's Common Stock, par value \$2.50 per share, pursuant to the terms of the Note and Warrant Purchase Agreement dated as of September 16, 2009, among the Company, KKR Jet Stream (Cayman) Limited and Kohlberg Kravis Roberts & Co. L.P.

We have reviewed such corporate records, certificates and other documents, and such questions of law, as we have considered necessary or appropriate for the purposes of this opinion. We have assumed that all signatures are genuine, that all documents submitted to us as originals are authentic, that all copies of documents submitted to us conform to the originals, and that the Notes have been duly authenticated by the Trustee as provided in the Indenture. We have assumed that the

Notes have been duly authorized, executed and delivered by the Company and the Trustee, that each of the Indenture and the Guarantees have been duly authorized, executed and delivered by the Company, the Guarantors and the Trustee and that the Warrants have been duly authorized, executed and delivered by the Company.

We have relied as to certain matters on information obtained from public officials, officers of the Company, and other sources believed by us to be responsible.

Based upon the foregoing, and subject to the qualifications set forth below, we are of the opinion that:

1. The Indenture is a valid and binding agreement of the Company and the Guarantors, enforceable against the Company and the Guarantors in accordance with its terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other laws of general applicability relating to or affecting creditors' rights, and to general equity principles (regardless of whether enforceability is considered at law or in equity).
2. The Notes constitute the valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other laws of general applicability relating to or affecting creditors' rights, and to general equity principles (regardless of whether enforceability is considered at law or in equity).
3. Each Guarantee constitutes the valid and binding obligation of the applicable Guarantor, enforceable against such Guarantor in accordance with its terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other laws of general applicability relating to or affecting creditors' rights, and to general equity principles (regardless of whether enforceability is considered at law or in equity).
4. The Warrants constitute the valid and binding obligations of the Company, enforceable against the Company in accordance with their terms, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and other laws of general applicability relating to or affecting creditors' rights, and to general equity principles (regardless of whether enforceability is considered at law or in equity).

The foregoing opinion is subject to the qualifications that we express no opinion as to (i) waivers of defenses or statutory or constitutional rights or waivers of unmaturing claims or rights, (ii) rights to indemnification, contribution or exculpation to the extent that they purport to indemnify any party against, or release or limit any party's liability for, its own breach or failure to comply with statutory obligations, or to the extent such provisions are contrary to public policy or (iii) rights to collection or liquidated damages or penalties on overdue or defaulted obligations.

We are members of the bar of the State of New York. For purposes of this opinion, we do not purport to be experts in, and do not express any opinion on, any laws other than the law of the State of New York and the Federal laws of the United States of America.

We hereby consent to the filing of this opinion as Exhibit 5.2 to the Registration Statement and to the reference to our firm under the heading “Legal Matters” in the Prospectus contained in the Registration Statement and any Prospectus Supplement related to the Securities. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Sincerely,

WILSON SONSINI GOODRICH & ROSATI

Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati, P.C.

OPINION OF DAY PITNEY LLP

[Day Pitney LLP Letterhead]

January 28, 2010

Eastman Kodak Company
343 State Street
Rochester, New York 14650

Re: Eastman Kodak Company — Post Effective Amendment No. 1 to Registration Statement on Form S-3

We have acted as special counsel to Eastman Kodak Company, a New Jersey corporation (the “Company”), in connection with the registration by the Company under the Securities Act of 1933, as amended (the “Securities Act”), of the offer and sale by the holders thereof of \$300,000,000 in aggregate principal amount of the Company’s 10.50% Senior Notes due 2017 (the “Notes”), the guarantees related thereto (the “Guarantees”) by Creo Manufacturing America LLC, Eastman Gelatine Corporation, Eastman Kodak International Capital Company, Inc., Far East Development Ltd., FPC Inc., Kodak Americas, Ltd., Kodak Aviation Leasing LLC, Kodak Imaging Network, Inc., Kodak (Near East), Inc., Kodak Philippines, Ltd., Kodak Portuguesa Limited, Kodak Realty, Inc., Laser Edit, Inc., Laser-Pacific Media Corporation, NPEC Inc., Pacific Video, Inc., Qualex Inc. and Pakon, Inc. (the “Guarantors”), the Warrants (defined below) and the Underlying Shares (defined below), pursuant to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission (the “Commission”) on July 30, 2009, as amended by Post Effective Amendment No. 1 thereto, filed with the Commission on January 28, 2010 (the “Registration Statement”). The Notes and Guarantees were issued pursuant to the indenture (the “Indenture”), dated as of September 29, 2009, by and among the Company, the Guarantors and The Bank of New York Mellon, as trustee (the “Trustee”) and collateral agent.

Concurrently with the issuance of the Notes, the Company also issued warrants (the “Warrants”) to purchase 40,000,000 shares (the “Underlying Shares”) and, collectively with the Notes, the Guarantees and the Warrants, the “Securities”) of the Company’s Common Stock, par value \$2.50 per share, pursuant to the terms of the Note and Warrant Purchase Agreement dated as of September 16, 2009, among the Company, KKR Jet Stream (Cayman) Limited and Kohlberg Kravis Roberts & Co. L.P. (the “Purchase Agreement”).

In this regard, we have examined executed originals or copies of the following:

- (a) the Registration Statement;
 - (b) the Purchase Agreement;
-

- (c) the Indenture;
- (d) the Notes;
- (e) the Warrants;
- (f) a certificate, dated the date hereof, of the Secretary of the Company (the "Secretary's Certificate"), certifying to and attaching:
 - (i) the Certificate of Incorporation of the Company;
 - (ii) the By-laws of the Company; and
 - (iii) resolutions of the Board of Directors of the Company adopted on September 15, 2009, and resolutions of the Pricing Committee of the Board of Directors of the Company adopted on September 25, 2009;
- (g) such other instruments, corporate records, certificates of public officials, certificates of officers or other representatives of the Company and others and other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

With your permission, we have assumed the following: (a) the authenticity of all documents submitted to us as originals and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; (c) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments and certificates we have reviewed; (d) the truth, accuracy and completeness of the information, factual matters, representations and warranties contained in the records, documents, instruments and certificates we have reviewed as of their stated dates and as of the date hereof; (e) the legal capacity of natural persons; (f) except as specifically covered in the opinions set forth below, the due authorization, execution and delivery on behalf of the respective parties thereto of documents referred to herein and the legal, valid and binding effect thereof on such parties; (g) that the Notes have been duly authorized, executed and delivered by the Trustee and that the Indenture has been duly authorized, executed and delivered by the Guarantors and the Trustee; (h) that the Notes have been duly authenticated by the Trustee; and (i) the absence of any evidence extrinsic to the provisions of the written agreements between the parties that the parties intended a meaning contrary to that expressed by those provisions. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

Based on such examination, we are of the opinion that:

1. The Indenture has been duly authorized, executed and delivered by the Company.
 2. The Notes have been duly authorized, executed and delivered by the Company.
 3. The Warrants have been duly authorized, executed and delivered by the Company.
-

4. The Underlying Shares reserved for issuance upon exercise of the Warrants have been duly authorized and reserved and, when issued upon exercise of the Warrants in accordance with the terms of the Warrants, will be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to and limited by the assumptions, examinations, qualifications, reliances, and limitations hereinabove set forth and are subject to and may be precluded or limited by:

- (a) limitations imposed by bankruptcy, dissolution, composition, reorganization, arrangement, liquidation, insolvency, fraudulent conveyance, moratorium, fraudulent transfer, winding up, attachment, arrestment, readjustment, receivership, custodianship, compulsory manager, administrative, sequestration, distress, diligence, execution affects on assets and property, and similar statutes, laws, rules, regulations, and codes affecting debtors' and creditors' rights generally;
- (b) rights to indemnification and contribution which may be limited by applicable law or equitable principles; and
- (c) general principles of equity, including without limitation, concepts of materiality, reasonableness, unconscionability, good faith and fair dealing, and the possible unavailability of specific performance or injunctive relief, and limitation of rights of acceleration regardless of whether such valid and binding effect are considered in a proceeding in equity or at law.

This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose or relied upon by or furnished to any other person without our prior written consent.

We are admitted to practice in the State of New Jersey, and the foregoing opinions are limited to the federal laws of the United States and the laws of the State of New Jersey. We express no opinion as to the effect of the law of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.3 to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the Prospectus contained in the Registration Statement and any Prospectus Supplement related to the Securities. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Day Pitney LLP

Day Pitney LLP

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES

(in millions)	Year Ended December 31					Nine Months Ended Sept. 30, 2009
	2008	2007	2006	2005	2004	
Loss from continuing operations						
before provision for income taxes	\$ (874)	\$ (257)	\$ (582)	\$ (1,211)	\$ (628)	\$ (603)
Adjustments:						
Undistributed (earnings) loss of equity method investees	—	(1)	(7)	(12)	(30)	—
Interest expense	108	143	262	211	168	75
Interest component of rental expense (1)	39	43	53	50	54	30
Amortization of capitalized interest	2	9	43	22	25	1
Earnings as adjusted	<u>\$ (725)</u>	<u>\$ (63)</u>	<u>\$ (231)</u>	<u>\$ (940)</u>	<u>\$ (411)</u>	<u>\$ (497)</u>
Fixed charges:						
Interest expense	108	143	262	211	168	75
Interest component of rental expense (1)	39	43	53	50	54	30
Capitalized interest	3	2	3	3	2	2
Total fixed charges	<u>\$ 150</u>	<u>\$ 188</u>	<u>\$ 318</u>	<u>\$ 264</u>	<u>\$ 224</u>	<u>\$ 107</u>
Ratio of earnings to fixed charges	*	**	***	****	*****	*****

(1) Interest component of rental expense is estimated to equal 1/3 of such expense, which is considered a reasonable approximation of the interest factor.

* Earnings for the year ended December 31, 2008 were inadequate to cover fixed charges. The coverage deficiency was \$875 million.

** Earnings for the year ended December 31, 2007 were inadequate to cover fixed charges. The coverage deficiency was \$251 million.

*** Earnings for the year ended December 31, 2006 were inadequate to cover fixed charges. The coverage deficiency was \$549 million.

**** Earnings for the year ended December 31, 2005 were inadequate to cover fixed charges. The coverage deficiency was \$1,204 million.

***** Earnings for the year ended December 31, 2004 were inadequate to cover fixed charges. The coverage deficiency was \$635 million.

***** Earnings for the nine months ended September 30, 2009 were inadequate to cover fixed charges. The coverage deficiency was \$604 million.

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 26, 2009, except as it relates to Notes 25 and 26 and the effects of the retrospective adoption of FASB Statement No. 160, "Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51" discussed in Note 1, as to which the date is January 27, 2010, relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Eastman Kodak Company's Current Report on Form 8-K dated January 28, 2010. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

PricewaterhouseCoopers LLP

Rochester, New York
January 28, 2010

FORM T-1**SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549**STATEMENT OF ELIGIBILITY**
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**CHECK IF AN APPLICATION TO DETERMINE**
ELIGIBILITY OF A TRUSTEE PURSUANT TO
SECTION 305(b)(2) o

THE BANK OF NEW YORK MELLON
(Exact name of trustee as specified in its charter)

New York
(State of incorporation
if not a U.S. national bank)

13-5160382
(I.R.S. employer
identification no.)

One Wall Street, New York, N.Y.
(Address of principal executive offices)

10286
(Zip code)

EASTMAN KODAK COMPANY
(Exact name of obligor as specified in its charter)

New Jersey
(State or other jurisdiction of
incorporation or organization)

16-0417150
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Creo Manufacturing America LLC
(Exact name of obligor as specified in its charter)

Wyoming
(State or other jurisdiction of
incorporation or organization)

20-0754412
(I.R.S. employer
identification no.)

1720 Carey Avenue, Suite 200
Cheyenne, Wyoming
(Address of principal executive offices)

82001
(Zip code)

Eastman Gelatine Corporation
(Exact name of obligor as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)

04-1272190
(I.R.S. employer
identification no.)

227 Washington Street
Peabody, Massachusetts
(Address of principal executive offices)

01960
(Zip code)

Eastman Kodak International Capital Company, Inc.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

16-0952341
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Far East Development Ltd.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

16-1152300
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

FPC Inc.
(Exact name of obligor as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

95-3519183
(I.R.S. employer
identification no.)

6677 Santa Monica Boulevard
Hollywood, California
(Address of principal executive offices)

90038
(Zip code)

Kodak Americas, Ltd.
(Exact name of obligor as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

66-0216256
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Kodak Aviation Leasing LLC
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

06-1585224
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Kodak Imaging Network, Inc.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3334107
(I.R.S. employer
identification no.)

1480 64th Street, Suite 300
Emeryville, California
(Address of principal executive offices)

94608
(Zip code)

Kodak (Near East), Inc.
(Exact name of obligor as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

16-6027936
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Kodak Philippines, Ltd.
(Exact name of obligor as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

16-0747862
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Kodak Portuguesa Limited
(Exact name of obligor as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

16-0839171
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Kodak Realty, Inc.
(Exact name of obligor as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

16-0912045
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Laser Edit, Inc.
(Exact name of obligor as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

95-3900451
(I.R.S. employer
identification no.)

809 North Cahuenga Boulevard
Los Angeles, California
(Address of principal executive offices)

90038
(Zip code)

Laser-Pacific Media Corporation
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-3824617
(I.R.S. employer
identification no.)

809 North Cahuenga Boulevard
Los Angeles, California
(Address of principal executive offices)

90038
(Zip code)

NPEC Inc.
(Exact name of obligor as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

16-1375677
(I.R.S. employer
identification no.)

343 State Street
Rochester, New York
(Address of principal executive offices)

14650
(Zip code)

Pacific Video, Inc.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

809 North Cahuenga Boulevard
Los Angeles, California
(Address of principal executive offices)

95-3806602
(I.R.S. employer
identification no.)

90038
(Zip code)

Pakon, Inc.
(Exact name of obligor as specified in its charter)

Indiana
(State or other jurisdiction of
incorporation or organization)

251 East Ohio Street, Suite 1100
Indianapolis, Indiana
(Address of principal executive offices)

35-1643462
(I.R.S. employer
identification no.)

46204
(Zip code)

Qualex Inc.
(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2040 Stirrup Creek Drive, Suite 100
Durham, North Carolina
(Address of principal executive offices)

16-1306019
(I.R.S. employer
identification no.)

27703
(Zip code)

Debt Securities and Guarantees of Debt Securities
(Title of the indenture securities)

1. General information. Furnish the following information as to the Trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

Name	Address
Superintendent of Banks of the State of New York	One State Street, New York, N.Y. 10004-1417, and Albany, N.Y. 12223
Federal Reserve Bank of New York	33 Liberty Street, New York, N.Y. 10045
Federal Deposit Insurance Corporation	Washington, D.C. 20429
New York Clearing House Association	New York, New York 10005

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the Organization Certificate of The Bank of New York Mellon (formerly known as The Bank of New York, itself formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672, Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637, Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121195 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152735).

4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-154173).
6. The consent of the Trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152735).
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 20th day of January, 2010.

THE BANK OF NEW YORK MELLON

By: /S/ CHERYL CLARKE _____

Name: CHERYL CLARKE

Title: VICE PRESIDENT

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON
of One Wall Street, New York, N.Y. 10286
And Foreign and Domestic Subsidiaries,

a member of the Federal Reserve System, at the close of business June 30, 2009, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

Dollar Amounts In Thousands

ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	3,228,000
Interest-bearing balances	56,028,000
Securities:	
Held-to-maturity securities	6,782,000
Available-for-sale securities	39,436,000
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	1,319,000
Securities purchased under agreements to resell	50,000
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	29,318,000
LESS: Allowance for loan and lease losses	414,000
Loans and leases, net of unearned income and allowance	28,904,000
Trading assets	6,282,000
Premises and fixed assets (including capitalized leases)	1,115,000
Other real estate owned	6,000
Investments in unconsolidated subsidiaries and associated companies	830,000
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	4,949,000
Other intangible assets	1,514,000

Dollar Amounts In Thousands

Other assets	11,560,000
Total assets	<u>162,003,000</u>

LIABILITIES

Deposits:	
In domestic offices	57,327,000
Noninterest-bearing	32,885,000
Interest-bearing	24,442,000
In foreign offices, Edge and Agreement subsidiaries, and IBFs	74,161,000
Noninterest-bearing	2,846,000
Interest-bearing	71,315,000
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	414,000
Securities sold under agreements to repurchase	13,000
Trading liabilities	6,144,000
Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)	2,695,000
Not applicable	
Not applicable	
Subordinated notes and debentures	3,490,000
Other liabilities	5,064,000
Total liabilities	<u>149,308,000</u>

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,135,000
Surplus (exclude all surplus related to preferred stock)	8,297,000
Retained earnings	7,991,000
Accumulated other comprehensive income	-5,097,000
Other equity capital components	0
Total bank equity capital	12,326,000
Noncontrolling (minority) interests in consolidated subsidiaries	369,000
Total equity capital	<u>12,695,000</u>
Total liabilities and equity capital	<u>162,003,000</u>

I, Thomas P. Gibbons, Chief Financial Officer of the above-named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Thomas P. Gibbons,
Chief Financial Officer

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

Gerald L. Hassell
Robert P. Kelly
Catherine A. Rein

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Directors