

BY-LAWS
of
UNITED FAN CON, INC.

Article 1
MEMBERS FN1

Section 1. There shall be two classes of members of the Corporation: Charter Members and Subscription Members.

Section 2. (a) Charter Members shall be the Incorporators, and such additional individuals as may from time to time be elected by the Charter Members, provided that the names of any new Charter Members shall first have been proposed to the meeting in a writing signed by at least two of the Charter Members and filed with the Clerk before the meeting. Until the organization of the corporation is completed, the Incorporators may exercise all powers of Charter Members.

(b) The term of membership of Charter Members shall be five (5) years. A Charter Member elected to fill a vacancy other than at the expiration of a term of a Charter Member shall be elected for the duration of such unexpired terms.

(c) Charter Members shall be the only members entitled to notice of or to vote at meetings of the corporation.

Section 3. (a) Subscription Members shall be such individuals, as may be elected by the Board of Directors upon written recommendation submitted by any Charter Member, Director, or Subscription Member in good standing. Subscription Members

will be required to pay yearly dues, set by the Officers of United Fan Con, Inc., to remain members in good standing.

(b) There shall be one category of Subscription Members.

(c) Subscription Members shall enjoy such rights and privileges as may be from time to time determined by the Board of Directors, but they shall not be entitled to notice of or to vote at meetings of the corporation. Such rights and privileges shall apply equally to all Subscription Members.

Section 4. Any Charter Member or Subscription Member may resign his membership at any time by submitting his written resignation to the Clerk. The membership of any Charter Member may be terminated at any time for any reason upon the recommendation of the Board of Directors by a vote of three quarters of the Charter Members present and voting at a meeting, which vote must constitute a Quorum of the Charter Members of the corporation. The membership of any Subscription Member may be terminated at any time for cause by the Board of Directors.

Article II DUES

Annual dues for Charter Members may be fixed and from time to time altered by the Board of Directors. Annual dues for Subscription Members may be fixed and from time to time altered by the Board of Directors.

Article III
OFFICERS

Section 1. The officers of the corporation shall consist of a President, a Treasurer, and a Clerk and other officers as may be elected from time to time by the Board of Directors. The officers shall be elected from the members of the corporation. The Treasurer shall be elected annually by the Charter Members by ballot. The President shall be elected from the Board of Directors. Any number of offices may be held by the same person.

Each officer of the corporation shall hold office until the next annual meeting and thereafter until his successor is elected and qualified. Any officer may resign by submitting his written resignation to the President or the Clerk.

Section 2. In case of the absence or inability to act of an officer, the Board of Directors may appoint a member to perform the duties of such officer during such absence or inability to act. Any vacancy in the office of Treasurer or Assistant Treasurer or Clerk may be filled by the Charter Members at a special meeting called for that purpose. Unless so filled, any such vacancy and any vacancy in any other office may be filled for the unexpired balance of the term by the Board of Directors.

Section 3. Any officer may be removed from office upon recommendation of the Board of Directors by majority vote of the Charter Members present and voting at a meeting called for that purpose, which vote must constitute a Quorum of the Charter Members of the corporation.

Article IV
PRESIDENT

The President shall be the chief executive officer of the corporation. He shall, subject to the control of the Board of Directors, have general charge of the property of the corporation and of all operations thereof. He may, unless otherwise ordered by the Board of Directors, sign and execute all checks, contracts, and other obligations in the name of the corporation. He shall, when present, preside at all meetings of the Board of Directors and of the Charter Members. He shall do and perform such other duties as may be prescribed by the by-laws or as may from time to time be assigned to him by the Board of Directors.

Article V
TREASURER

The Treasurer shall, subject to the control of the Board of Directors, have the custody of all funds, books of accounts, documents and securities of the corporation. He shall make all collections and disbursements and endorse for collection on behalf of the corporation checks and other obligations, and shall deposit the same to the credit of the corporation in such bank or banks or other depositories as the Board of Directors may designate. He may, unless otherwise ordered by the Board of Directors, sign and execute all checks, contracts and other obligations in the name of the corporation, and shall, subject to the control of the Board of Directors have general charge of the financial operations of the corporation, including the power to execute the purchase and sale of securities.

The Treasurer shall enter or cause to be entered regularly in books belonging to the corporation a full and accurate account of all moneys received and paid by the corporation, and shall keep such books open for examination at reasonable times by any Director or Charter Member of the corporation.

The Treasurer shall perform such other acts as shall be incident to the position of Treasurer as prescribed by law or these by-laws or as he shall be directed to perform by the Board of Directors.

Article VI CLERK

The Clerk shall be a resident of the Commonwealth of Massachusetts and shall be sworn. He shall keep a record of the meetings of the Charter Members, the Board of Directors and the Executive Committee, and shall perform all the duties incident to this office and prescribed by law or these by-laws. He shall be the custodian of the corporate seal. The Clerk shall have such other powers and shall perform such other duties as may from time to time be designated by the Board of Directors. In his absence, a Temporary Clerk shall be chosen and, when acting at a meeting of the Charter Members, shall be sworn.

Article VII BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of not less than two (2) nor more than seven (7) Directors.

Section 2. The term of a Director shall be one year and thereafter until his successor is elected and qualified. The incorporators shall fix the number of original Directors within the limits set forth in Section 1 above and elect the number so fixed. Thereafter at each annual meeting, or special meeting held in lieu thereof, commencing with the first such meeting, the Charter Members shall fix the number of Directors for the ensuing year within the limits set forth in Section 1 above and shall elect the requisite number of Directors.

Section 3. The Board of Directors shall have the entire management and control of all the property and affairs of the corporation, and shall have and exercise all the powers of the corporation which are not reserved to the Charter Members by law, by the Articles of Organization or these by-laws. The Board of Directors shall have the power to delegate any of its powers to an Executive Committee and shall have the power to appoint such other committees of its members as it deems desirable to further the purposes of the corporation.

Section 4. Any Director may be removed from office by majority vote of the Charter Members present and voting at a meeting called for that purpose, which vote must constitute a quorum of the Charter Members of the corporation.

Article VIII EXECUTIVE COMMITTEE

Section 1. The Board of Directors may, by vote of its entire number, elect from its own number, except as hereinafter set forth in Section 2, an Executive Committee of not less than two (2) nor more than three (3). The President shall be a member and

chairman of the Executive Committee. The Executive Committee shall be vested with the powers to conduct the current and ordinary affairs of the corporation, including unless otherwise determined by the Board of Directors, the power to authorize purchases, sales, contracts, conveyances, transfers and the execution of negotiable instruments; to authorize the Treasurer of the corporation to accept and hold securities owned by the corporation in the name of a nominee, or in street form as he may determine; to fix and to alter the power, duties and compensation of the officers and agents of the corporation; to accept resignations and fill vacancies other than in the Board of Directors or Charter Members; and to fix the date, place and hour of the annual meeting of Charter Members. One half of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee may make rules not inconsistent herewith for the holding and conduct of its meetings. The Executive Committee shall report its action to the Board of Directors. The Board of Directors shall have power to rescind any vote or resolution of the Executive Committee, but no such rescission shall have retroactive effect.

Section 2. The President elected at the preceding annual election shall be a member of the Executive Committee.

Article IX MEETINGS OF CHARTER MEMBERS

Section 1. The annual meeting of the Charter Members of the corporation shall be held on the first Tuesday, of February in each year at the Corporate headquarters, in Randolph, or in such other city or town in the Commonwealth of Massachusetts as the Board of Directors may determine; provided, however, that in any year a different date

and time for the annual meeting within ninety (90) days after the end of the fiscal year of the corporation may be fixed by the Board of Directors. If no annual meeting is held on the date herein provided for, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 2. Special meetings of Charter Members may be called at any time by the Board of Directors or upon written application of one half or more Charter Members to the Clerk. Such calls shall state the date, time, place and purpose of the meeting. All special meetings shall be held in the Commonwealth of Massachusetts.

Section 3. A written notice stating the place, date, and time and purposes of each meeting of the Charter Members shall be mailed by the Clerk at least five (5) days before the meeting to each Charter Member, addressed to him at his address as it appears upon the books of the corporation. No notice of the time, place or purposes of any annual or special meeting of Charter Members shall be required if every Charter Member or his authorized attorney waives such notice by a writing which is filed with the records of the meeting. Any Charter Member who attends such meeting and fails to object at the meeting that due notice thereof was not given shall be deemed to have waived such notice.

Section 4. At any meeting of the Charter Members, one half of the Charter Members represented in person or by proxy shall constitute a quorum, but a lesser number may adjourn any meeting from time to time and such meeting may be held as adjourned without further notice. At any meeting at which a quorum is present, a majority of the Charter Members represented thereat, except where a larger vote is

required by law, by the Articles of Organization, or by these by-laws, shall decide any matter brought before the meeting.

Section 5. At all meetings of Charter Members, each Charter Member shall be entitled to one (1) vote in person or by proxy. All proxies shall be in writing and filed with the Clerk before being voted. No proxy shall be valid if dated more than one (1) month prior to the date of the meeting at which it is used.

Article X DIRECTORS' MEETINGS

Section 1. An annual meeting of the Board of Directors shall be held immediately following the adjournment of each annual meeting of the Charter Members, for which meeting no notice shall be required to be given, nor shall any notice be required to be given of any adjournment thereof.

Section 2. Regular meetings of the Board of Directors may be held at such time and place as the Board may by vote from time to time determine, and no notice of any such regular meeting or adjournment thereof shall be required.

Section 3. Special Meetings of the Board of Directors may be held at the call of the President, Treasurer, or any Director, pursuant to a written notice thereof signed by him or by the Clerk, and sent by mail to each Director at his last known place of business or residence at least seven (7) days previous to the meeting, or given to him personally, by telephone, or telegram in time for him to attend. Any meeting of the Board of Directors at which all the Directors are present or notice of which has been waived by all Directors in a writing filed with the records of the meeting shall be a legal meeting

without call or notice; any Director may waive notice of any meeting in writing either before or after the meeting. Meetings of the Board of Directors may be held outside as well as inside the Commonwealth of Massachusetts.

Section 4. At any meeting of the Board of Directors one half of the whole number of Directors then in office shall constitute a quorum, but a lesser number may adjourn any meeting from time to time and such meeting may be held as adjourned without further notice.

Section 5. At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present thereat shall, except where a larger vote is required by law, by the Articles of Organization, or by these by-laws, decide any question brought before such meeting. Any action set forth in the records of the Board of Directors which is approved in writing, endorsed on the records of the meeting by all of the Directors then in office shall be the valid action of the Board of Directors whether or not a meeting was held in accordance with these by-laws.

Article XI SEAL

The seal of the corporation shall be a circular dye bearing its name, and the word "Massachusetts". The Board of Directors may change the form of the seal and the inscription thereon at any time.

Article XII FISCAL YEAR

The fiscal year shall begin on the first day of the calendar year.

Article XIII
AMENDMENTS

These by-laws may be amended, altered or repealed, or any by-law added at any meeting of the Charter Members by a vote of at least three quarters of the Charter Members, provided that the substance of the proposed amendment, alteration, repeal or addition shall be stated in the notice of such meeting.