

**ORGANIZATIONAL ACTION OF THE
SOLE INCORPORATOR
IN LIEU OF ORGANIZATIONAL MEETING
OF
FMRI, INC.**

The undersigned, being the sole incorporator of FMRI, Inc., (the "Corporation") and acting without a meeting pursuant to section 108(c) of the General Corporation Law of the State of Delaware, hereby consents to, takes and adopts the following actions:

1. The By-laws in the form attached hereto are hereby adopted as the By-laws of the Corporation.
2. The Corporation initially shall have three (3) directors until such time as the Board of Directors may, by resolution duly adopted, change such number of directors. Each of the following persons is hereby elected as a director of the Corporation to serve, subject to the earlier of his death, resignation, or removal in accordance with the By-laws of the Corporation and the laws of the State of Delaware, until his successor or successors shall have been elected and shall have qualified:

Fred Dohmann
E. Jonathan Jackson
Robert R. Compernelle

Dated as of November 10, 2003



Jesse Rosenblatt
Sole Incorporator

By-laws
[Attached]