Transway file

BY-LAWS

of

TRANSWAY
International Corporation

(As Last Amended on May 23, 1974)

BY-LAWS

of

TRANSWAY INTERNATIONAL CORPORATION

(Incorporated under the Laws of Delaware)

ARTICLE I

STOCK

Section 1. ***Certificates of Stock.*** Each stockholder of the Corporation shall be entitled to a certificate signed by the Chairman of the Board of Directors, the President or a Vice President, and by the Treasurer, an Assistant Treasurer, the Secretary or an Assistant Secretary, certifying to the number of shares of stock owned by him. Such certificate shall be in such form, not inconsistent with applicable provisions of law and the Certificate of Incorporation, as the Board of Directors may from time to time determine, and shall bear the seal of the Corporation, which may be a facsimile, engraved or printed. Where such certificate is countersigned by a transfer agent or a registrar other than the Corporation or its employee, any other signatures on the certificate may be facsimiles, engraved or printed.

In case any officer who has signed, or whose facsimile signature has been used on, a certificate has ceased to be such officer before the certificate has been delivered, such certificate may nevertheless be adopted and issued and delivered by the Corporation as though the officer who signed such certificate, or whose facsimile signature shall have been used thereon, had not ceased to be such officer of the Corporation.

Section 2. ***Transfer and Registration of Stock.*** All transfers or registration of transfers of stock shall be made, upon compliance with provisions restricting the transfer or registration of transfer of stock, if any, only on the stock ledger of the Corporation by the person named in the certificate or by his attorney, lawfully authorized by power of attorney duly executed and filed with the Secretary of the Corporation or a transfer agent or registrar appointed as provided in Section 6 of this Article, if any, and only upon surrender of the certificate properly endorsed and the payment of all taxes due thereon. The Board of Directors may, from time to time, make such additional regulations concerning the transfer and registration of stock, not inconsistent with these By-Laws, as it may deem advisable.

Section 3. ***Sale of Stock.*** The Board of Directors may sell and issue the capital stock of the Corporation to the full amount or number of shares authorized by the Certificate of Incorporation, in such amounts, for such consideration or price and upon such form and terms of payment, as from time to time shall be determined by the Board of Directors or as may be permitted by law.

Section 4. ***Registered Stockholders.*** Registered stockholders only shall be entitled to be treated by the Corporation as the holders in fact of the stock standing in their respective names and as the persons exclusively entitled to receive dividends and other distributions, to vote, to receive notice and otherwise to exercise all the rights and powers of the respective owners of such stock, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in any stock on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of Delaware.

Section 5. ***Loss, Theft, Mutilation or Destruction.*** In case of loss, theft, mutilation or destruction of any certificate of stock, another may be issued in its place, upon proof of such loss, theft, mutilation or destruction and, if the Board of Directors shall so require, the giving of a satisfactory bond of indemnity to the Corporation and/or the transfer agent and/or registrar of such stock in such sum as the Board of Directors may provide.

Section 6. ***Transfer Agents and Registrars.*** The Board of Directors may appoint one or more transfer agents and one or more registrars, whose respective duties shall be defined by the Board of Directors. The duties of transfer agent and registrar may be combined. No certificate for shares of stock shall be valid unless countersigned by a transfer agent, if the Corporation has a transfer agent, or by a registrar, if the Corporation has a registrar. The signature of a transfer agent or a registrar may be a facsimile.

ARTICLE II

STOCKHOLDERS' MEETINGS

Section 1. ***Annual Meeting.*** The annual meeting of stockholders for the election of directors and the transaction of any other lawful business shall be held on the first Monday in May of each year, if not a legal holiday, and if a legal holiday, then on the next business day following, at two o'clock in the afternoon, or at such other date and time as may be determined by the Board of Directors and as shall be designated in the notice of such meeting. If the election of directors shall not be held on the day designated for the annual meeting or at any adjournment thereof, the Board of Directors shall cause such election to be held at a special meeting of stockholders as soon thereafter as convenient. At such meeting the stockholders may elect directors and transact other business with the same force and effect as at an annual meeting duly called and held.

Section 2. ***Special Meetings.*** Special meetings of the stockholders, unless otherwise prescribed by statute, may be called by the Chairman of the Board of Directors or the President, or in their absence by the Board of Directors, and shall be called at any time by the Chairman of the Board of Directors, the President, a Vice-President, the Secretary or the Treasurer upon the request in writing of stockholders owning 33⅓% of the outstanding shares of capital stock of the Corporation and entitled to vote thereat. Such request must state the purpose of the meeting.

Section 3. ***Place.*** All meetings of the stockholders shall be held at the office of the Corporation in the State of Delaware or such other place within or without the State of Delaware as the Board of Directors may determine and as shall be designated in the notice of such meeting.

Section 4. ***Notice.*** Notice of all meetings shall be in writing and 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 and to which its business will be limited. The notice for a special meeting shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. A copy of the notice of any meeting shall be given by the Chairman of the Board, the President, the Secretary or an Assistant Secretary, personally or by mail, telegraph or any other lawful means of communication, not less than ten days nor more than 60 days before the date of the meeting, to each stockholder entitled thereto. If mailed, such notice shall be deemed given when deposited in a United States post office or letter box with postage thereon prepaid, directed to the stockholder at his record address or at such other address for the mailing of notices as he may have furnished in writing to the Secretary of the Corporation. Except as otherwise expressly provided by statute, notice of a meeting need not be given to any stockholder who attends such meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, or who submits a signed waiver of notice, in person or by proxy, before or after the meeting.

No notice need be given of any adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, except that if the adjournment is for more than 30 days, or if a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record on the new record date entitled thereto. At any adjourned meeting the Corporation may transact any business which might have been transacted on the original date of the meeting.

Section 5. ***Quorum.*** A quorum at any annual or special meeting of the stockholders shall consist of the holders of record of a majority of the capital stock of the Corporation outstanding and entitled to vote thereat, represented either in person or by proxy, except as otherwise specially provided by law or in the Certificate of Incorporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholders. The stockholders present may adjourn a meeting despite the absence of a quorum.

Section 6. ***Voting Rights.*** Except as otherwise provided by statute or by the Certificate of Incorporation, each holder of record of shares of stock of the Corporation having voting rights shall be entitled at each meeting of stockholders to one vote for each share of stock of the Corporation standing in his name on the records of the Corporation on the date fixed as the record date for the determination of the stockholders entitled to notice of and to vote at such meeting. Except as otherwise provided by statute or by the Certificate of Incorporation, any corporate action other than the election of directors to be taken by vote of the stockholders shall be authorized by a majority of the votes cast at a meeting of stockholders by the holders of shares of stock present, in person or by proxy, and entitled to vote on such action. Directors shall be elected as provided in Section 1 of Article III. Except as otherwise provided by statute, no vote need be by ballot, but in case of a vote by ballot, each ballot shall be signed by the voting stockholder or his proxy and shall state the number of shares of stock voted.

Any stockholder may authorize another person or persons to act for him by proxy in all matters in which a stockholder is entitled to participate, whether by waving notice of any meeting, voting or participating at a meeting or expressing consent or dissent without a meeting. Every proxy must be signed by the stockholder or his attorney-in-fact. No proxy shall be voted or acted upon after three years from its date unless such 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 proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

Section 7. ***Voting Lists.*** A complete list of the stockholders entitled to vote at the ensuing election, arranged in alphabetical order with the address and the number of voting shares held by each, shall be prepared by the Secretary, who shall have charge of the stock ledger, and made available at the place where the election is to be held, at least ten days before every election, and shall during the usual hours for business and during the whole time of said election be open to the examination of any stockholder.

Section 8. ***Conduct of Meetings; Inspectors.*** Meetings of the stockholders shall be presided over by the Chairman of the Board, if any, or, in his absence, by the President, if present, or, in the absence of both, by a Vice-President or, if none of the foregoing is in office and present, a chairman to be chosen by a majority of the stockholders present in person or by proxy and entitled to vote at the meeting. The Secretary of the Corporation or, in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. The order of business at all meetings of stockholders shall be determined by the chairman of the meeting.

The Board of Directors, in advance of any meeting, may appoint one or more inspectors, who need not be stockholders, to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the chairman of the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made at the meeting by the chairman thereof. Each inspector, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares of stock outstanding and the voting power of each, the shares of stock represented at the meeting, the existence of a quorum and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote with fairness to all stockholders. If the inspectors shall be unable to make any such determination, any such determination made by the chairman of the meeting shall be conclusive. On request of the chairman of the meeting or any stockholder, the inspectors, if any, shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them.

ARTICLE III

BOARD OF DIRECTORS

Section 1. ***Management.*** The management of all the business, affairs and property of the Corporation shall be vested in a Board of Directors consisting of not less than three persons. The exact number of directors shall be fixed from time to time by resolution of the Board of Directors adopted by a majority of the directors which the Corporation would have if there were no vacancies, provided that no decrease in the number of directors shall become effective until the next annual meeting of stockholders if its effectiveness would shorten the term of any incumbent director. Directors need not be stockholders of the Corporation, residents of the State of Delaware or citizens of the United States. In addition to the powers and authorities by these By-Laws and the Certificate of Incorporation expressly conferred upon them, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or these By-Laws directed or required to be exercised or done by the stockholders.

Except as otherwise provided by statute or by the Certificate of Incorporation, directors shall be elected at each meeting of stockholders for the election of directors by a plurality of the votes cast thereat by the holders of shares of stock present, in person or by proxy, and entitled to vote in the election; such directors and directors who are elected in the interim prior to such a meeting to fill newly created directorships shall hold office until the next annual meeting of stockholders and until their respective successors have been elected and qualified or until their earlier death, resignation or removal.

Section 2. ***Vacancies.*** All vacancies in the Board of Directors, whether caused by resignation, death, increase in the number of directors or otherwise may be filled by a majority vote of the remaining directors although less than a quorum, at any regular or special meeting held prior to the filling of such vacancy by the stockholders as above provided. A director thus elected to fill any vacancy shall hold office for the unexpired term of his predicessor and until his successor is elected and qualified.

Section 3. ***Resignation and Removal.*** Any director may resign at any time by giving a written notice of his resignation, signed by such director, to the Board of Directors, the Chairman of the Board, the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon receipt; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any or all of the directors may be removed for cause or without cause at a special meeting therefor by the affirmative vote of the holders of a majority of the shares of stock of the Corporation issued and outstanding and then entitled to vote for the election of directors, and, except as otherwise provided by statute or by the Certificate of Incorporation, may be removed for cause by the vote of a majority of the directors then in office.

Section 4. ***Meetings.*** Meetings of the Board of Directors shall be held at such places within or outside the State of Delaware as may from time to time be fixed by the Board of Directors or as may be specified in the notice of meeting. Regular meetings shall be held at such times as may from time to time be fixed by the Board of Directors. Special meetings may be called at any time by or at the direction of the Chairman of the Board of Directors or the President or upon written request of two directors.

The Chairman of the Board, if any and if present, shall preside at all meetings. Otherwise, the President, if present, shall preside, provided that, in his absence, any other director chosen by the Board of Directors shall preside. The Secretary of the Corporation, if present, shall act as secretary of the meeting and keep the minutes thereof. Otherwise, a director appointed by the chairman of the meeting shall act as secretary and keep the minutes thereof.

Any member or members of the Board of Directors or of any committee constituted by the Board of Directors may participate in a meeting of the Board of Directors or any 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 such participation shall constitute presence in person at such meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 5. ***Notice.*** Notice of the time and place of special meetings of the Board and of any first meeting of a newly elected Board of Directors which is not held immediately following an annual meeting of stockholders at the same place as such meeting shall be given by the Secretary or an Assistant Secretary to each director by mail, depositing such notice in a sealed wrapper addressed to such director in a United States post office or letter box, with first-class postage thereon prepaid, at least two days before the day on which such meeting is to be held, or by telegraph, cable or wireless addressed to such director or delivered to him personally or by telephone at least 24 hours before the time at which such meeting is to be held. The notice of any meeting need not specify the purpose thereof. Any requirement of furnishing a notice shall be waived by any director who submits a signed waiver of notice before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, that such meeting is not lawfully called or convened.

Section 6. ***Quorum.*** A majority of the directors which the Corporation would have if there were no vacancies shall constitute a quorum, except that when a vacancy or vacancies prevent such a majority, a majority of the directors then in office shall constitute a quorum, provided such majority shall constitute at least one-third of the directors which the Corporation would have if there were no vacancies. A majority of the directors present, whether or not a quorum, may adjourn a meeting to another time and place. Notice of any such adjournment shall be given to any directors who were not present and, unless announced at the meeting, to the other directors. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally scheduled. Except as otherwise provided herein or by statute, the vote of a majority of the directors present at the time of the vote, a quorum being present at such time, shall be the act of the Board of Directors.

Section 7. ***Compensation.*** Compensation shall be paid to directors for their services and by resolution of the Board they shall be reimbursed for attendance at all regular or special meetings of the Board, or for attendance at each regular or special meeting of any standing or special committee of which they are a member, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 8. ***Indemnification.*** Any person who is made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) other than an action by or in the right of the Corporation 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, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner 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. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner 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 reasonable cause to believe that his conduct was unlawful.

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor 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 or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite an adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Any indemnification under the preceding paragraphs (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of a director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in the preceding paragraphs. Such determination shall be made (i) by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the stockholders.

Any director, officer, employee or agent of the Corporation who has been successful on the merits or otherwise in the defense of any action, suit or proceeding, or in the defense of any claim, issue or matter therein, shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have power 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 IV

EXECUTIVE COMMITTEE

Section 1. ***Appointment.*** The Board of Directors, by resolution adopted by a majority of the directors which the Corporation would have if there were no vacancies, may appoint from their number an Executive Committee consisting of two or more directors, and shall have the power at any time to fill vacancies in, change the membership of or dissolve such Committee.

Section 2. ***Procedure.*** The Executive Committee shall keep written minutes of its proceedings and, subject to these By-Laws and the authority of the Board of Directors, may make its own rules of procedure and appoint any subcommittees and assistants it considers necessary or advisable.

Section 3. ***Quorum and Voting.*** Unless the Board of Directors shall provide otherwise, a majority of the members of the Executive Committee may fix the time and place of any meeting of such Committee and shall be necessary to constitute a quorum for the transaction of any business and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such Committee.

Section 4. ***Powers.*** During the intervals between the meetings of the directors, the Executive Committee, except as otherwise provided by statute, shall have and may exercise all the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, including power to declare dividends, authorize the issuance of stock and authorize the seal of the Corporation to be affixed to all papers which may require it, in such manner as such Committee shall deem best for the interests of the Corporation, in all cases in which specific directions shall not have been given by the Board of Directors.

Section 5. ***Other Committees.*** The Board of Directors may, by resolution adopted by a majority of the directors which the Corporation would have if there were no vacancies, designate from among its members two or more directors to constitute committees, other than the Executive Committee, which committees, to the extent conferred by the resolutions constituting such committees and except as otherwise provided by statute, shall have and may exercise the authority of the Board of Directors. Unless the Board of Directors shall provide otherwise, a majority of the members of any such committee may fix the time and place of its meetings and determine its action. The Board of Directors shall have the power at any time to fill vacancies in, change the membership of or dissolve any such committee. Nothing herein shall be deemed to prevent the Board of Directors from appointing committees consisting in whole or in part of persons who are not directors of the Corporation, provided, however, that no such committee shall have or may exercise any authority of the Board of Directors.

ARTICLE V

OFFICERS

Section 1. ***Corporate Officers.*** The officers of the Corporation shall be the Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary and a Treasurer, who shall be elected by the Board of Directors at their first meeting after the annual meeting of the stockholders in each year. The Chairman of the Board and the President shall be elected from among the directors. Any two of the aforesaid offices may be filled by the same person.

Section 2. ***Chief Executive Officer.*** The Chairman of the Board of Directors shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Board of Directors and at all meetings of the stockholders, and shall be in general charge of the business of the Corporation, subject to the Board of Directors and to the provisions of the By-Laws. By virtue of his office, he shall be ex-officio a member of all committees of the Board of Directors.

Section 3. ***President.*** The President shall be the second ranking officer of the Corporation. In the absence of the Chairman of the Board of Directors, he shall preside at all meetings of the directors and the stockholders. He shall do and perform such other duties as from time to time may be assigned to him by the Chairman of the Board of Directors or the Board of Directors.

Section 4. ***Vice-Presidents.*** Each Vice-President shall have such designation and powers and shall perform such duties as may be assigned to him by the Board of Directors, the Chairman of the Board of Directors or the President.

Section 5. ***Secretary.*** The Secretary shall be responsible for the giving of notice of all meetings of the stockholders and of the Board of Directors, act as secretary of and keep the minutes thereof, have charge of the seal and the corporate records (except accounting records) and make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors, the Chairman of the Board of Directors or the President.

Section 6. ***Treasurer.*** The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. He shall disburse the 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 him, an account of all his transactions as Treasurer and of the financial condition of the Corporation. He shall perform all duties incident to his office or that are properly required of him by the Board. He shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, 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. He shall perform such other duties as the Board of Directors, the Chairman of the Board of Directors or the President may prescribe.

Section 7. ***Delegation of Duties.*** In case of the 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 they may select.

Section 8. ***Vacancies.*** Vacancies in any office arising from any cause may be filled for the unexpired term by the Board of Directors at any regular or special meeting.

Section 9. ***Additional Officers.*** The Board of Directors may at any time and from time to time elect or appoint a Controller and such Assistant Vice-Presidents, Assistant Secretaries, Assistant Treasurers, Assistant Controllers and other officers, agents or employees as it shall deem necessary or expedient, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 10. ***Term of Office.*** Unless otherwise prescribed by the Board of Directors, each officer of the Corporation shall hold office until the first meeting of the Board of Directors following the next annual meeting of stockholders and until his successor has been elected and qualified or until his earlier death, resignation or removal. Any officer may resign at any time by giving written notice of resignation, signed by such officer, to the Board of Directors, the Chairman of the Board, the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon receipt; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. ***Removal.*** Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

ARTICLE VI

BOOKS AND RECORDS

Section 1. ***Inspection.*** The books, accounts and records of the Corporation, except as may be otherwise required by the laws of the State of Delaware, may be kept outside of the said State at such places as the Board of Directors may from time to time appoint; they shall be open to inspection by stockholders only at such times as the Board of Directors by resolution may designate, except as otherwise provided by statute.

Section 2. ***Transfer Books.*** Except as otherwise provided by statute, for the purpose of determining the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, to express consent to corporate action in writing without a meeting, to receive payment of any dividend or other distribution or the 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 other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 60 days nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. If no record date is fixed, 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; 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 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 related thereto. A determination of stockholders of record entitled to notice of or to vote at any 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 3. ***Fiscal Year.*** The fiscal year of the Corporation shall close on December 31st.

ARTICLE VII

OFFICES

Section 1. ***Registered Office.*** Unless changed by resolution of the Board of Directors, the registered office of the Corporation in the State of Delaware shall be at 229 South State Street, City of Dover, County of Kent, State of Delaware, and the name of the registered agent in charge thereof shall be The Prentice-Hall Corporation System, Inc.

Section 2. ***Other Offices.*** The Corporation may also have offices at such other places within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

Section 1. ***Deposits.*** Any funds of the Corporation may be deposited from time to time in such banks, trust companies or other depositaries as may be determined by the Board of Directors or by such officers or agents as may be authorized by the Board to make such determination.

Section 2. ***Checks, Drafts, etc.*** All notes, drafts, bills of exchange, acceptances, checks, endorsements and other evidences of indebtedness of the Corporation, and its orders for the payment of money, shall be signed by such officer or officers or such agent or agents of the Corporation, and in such manner, as the Board of Directors (or such officer or agent as may be authorized by the Board to make such determination) from time to time may determine.

Section 3. ***Sale and Transfer of Securities.*** To the extent authorized by the Board of Directors, the Chairman of the Board, the President or any Vice-President, together with the Secretary or Treasurer or an Assistant Secretary or Assistant Treasurer, may sell, transfer, endorse and assign any shares of stock, bonds or other securities owned by or held in the name of the Corporation, and may make, execute and deliver in the name of the Corporation, under its corporate seal, any instruments that may be appropriate to effect any such sale, transfer, endorsement or assignment.

Section 4. ***Voting as Stockholder.*** Unless otherwise determined by resolution of the Board of Directors, the Chairman of the Board, the President or any Vice-President shall have full power and authority on behalf of the Corporation to attend any meeting of stockholders of any corporation in which the Corporation may hold stock, and to act, vote (or execute proxies to vote) and exercise in person or by proxy all other rights, powers and privileges incident to the ownership of such stock. Such officers acting on behalf of the Corporation shall have full power and authority to execute any instrument expressing consent to or dissent from any action of any such corporation without a meeting. The Board of Directors may by resolution from time to time confer such power and authority upon any other person or persons.

ARTICLE IX

SEAL

Section 1. ***Seal.*** The corporate seal shall have inscribed thereon the name of the Corporation and the words "Incorporated Delaware 1925". In lieu of the corporate seal on any obligation of the Corporation, a facsimile thereof may be impressed, affixed or reproduced.

ARTICLE X

AMENDMENTS

Section 1. ***Alterations or Amendments.*** The power to make, alter or amend by-laws of the Corporation shall be in the stockholders, provided that the Board of Directors shall have the power to make, alter or amend by-laws of the Corporation by the affirmative vote of a majority of the whole Board of Directors at any regular or special meeting of the Board.

CERTIFICATE

The undersigned, Secretary (Assistant Secretary) of TRANSWAY INTERNATIONAL CORPORATION, a Delaware corporation ("Corporation"), hereby certifies that the By-Laws of the Corporation hereinbefore set forth are a true and correct copy of the By-Laws of the Corporation as amended to date.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the Corporation this day of , 19 .

....
Secretary

[Corporate Seal]