

**UNANIMOUS ACTION
OF
DIRECTORS ADOPTING
BY-LAWS**

UNANIMOUS ACTION OF DIRECTORS
OF
BALLYMEADE MAINTENANCE CORPORATION

The undersigned, being all of the directors of **BALLYMEADE MAINTENANCE CORPORATION**, a Delaware corporation, hereby consent that the actions recited herein shall be deemed actions of the Board of Directors of this corporation with the same effect as if taken at a duly noticed and called meeting of the Board and direct that this writing be filed with the minutes of proceedings of that Board -
- all pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware.

- (1) By-laws. The following resolution is hereby unanimously adopted:

RESOLVED, that the by-laws attached hereto are hereby adopted by this Board of Directors as the by-laws of **BALLYMEADE MAINTENANCE CORPORATION** for the management of this corporation's property and the regulation and government of its affairs.

- (2) Officers. The following-named persons are hereby chosen unanimously as the officers of this corporation to serve in the office or offices set opposite their names until their respective successors are elected and qualified:

Eugene M. Julian	President
Eugene M. Julian	Secretary
Eugene M. Julian	Treasurer

- (3) Corporate Seal. The following resolution is hereby unanimously adopted:

RESOLVED, that the seal, an impression of which is hereunto affixed, is hereby adopted as the corporate seal of this corporation.

(4) Corporate Books. The Secretary of this corporation is hereby unanimously authorized, empowered, and directed to procure the proper and necessary corporate books for the business of this corporation.

(5) Organizational Expense. The Treasurer of this corporation is hereby unanimously authorized to pay and/or reimburse all fees and expenses incurred incident to and necessary for the organization of this corporation.

(6) Qualification to do Business. The following resolution is hereby unanimously adopted:

RESOLVED, that the proper officers of this corporation are hereby authorized and directed, on behalf of this corporation and under its corporate seal, to make and file such application or applications, certificate or certificates, report or reports, or other instrument or instruments as may be required by law to be filed in any state, the District of Columbia, territory, colony, or dependency of the United States, or in any foreign country in which said officers shall find it necessary or expedient to file the same to authorize this corporation to transact business in such state, district, territory, colony, dependency, or foreign country.

(7) Employment of Personnel. The following resolution is hereby unanimously adopted.

RESOLVED, that the officers of this corporation are hereby authorized to employ such person or persons as in their judgment are required by the prudent conduct of this corporation's business and to fix the compensation to be paid to such persons.

(8) Corporate Bank Account. The following resolution is unanimously adopted:

RESOLVED, that WILMINGTON TRUST COMPANY is hereby designated as a depository of the funds of this corporation and that one or more accounts, as the officers deem necessary, be opened with said Bank to be designated "BALLYMEADE MAINTENANCE CORPORATION";

FURTHER RESOLVED, that the following officers of this corporation:

President

Treasurer

are hereby authorized, on behalf of this corporation and in its name, to sign checks, drafts, bills of exchange, acceptances or other orders for the payment of money from said account; to endorse checks, notes, bills, certificates of deposit or other instruments owned or held by this corporation, for deposit in said account or for collection or discount by said Bank; to accept drafts, acceptances and other instruments payable at said Bank; to waive demand, protest and notice of protest or dishonor of any check, bill, draft or other instrument made, drawn or endorsed by this corporation;

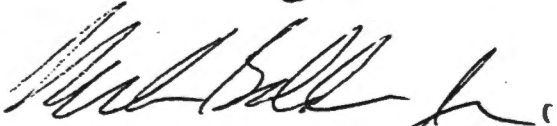
FURTHER RESOLVED, that said Bank be and it hereby is authorized and requested to accept, honor, cash and pay, without limit as to amount and without further inquiry, checks, drafts and other instruments and orders for the payment of money when drawn, made, signed, issued or endorsed as by the foregoing resolution provided, including all such instruments payable or endorsed to the order of this corporation and/or payable or endorsed to the order of the persons occupying the foregoing offices or any of them, whether tendered in payment of the individual obligation or deposited to the personal account of such persons, or any of them, or otherwise;

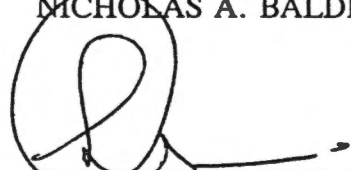
FURTHER RESOLVED, that the authority conferred by the foregoing resolutions shall continue until revoked by the Board of Directors of this corporation but said Bank shall be fully protected in acting on such authority and may conclusively assume that the persons from time to time certified to it, under the seal of this corporation, are the persons actually occupying the aforesaid offices and shall not be charged with any notice of the revocation of such authority or the removal of any such person unless and until it shall have actually received a certificate, under the seal of this corporation, setting forth such revocation or removal.

This instrument and the actions taken hereby shall become effective on
October 31, 1996.

DIRECTORS:


EUGENE M. JULIAN


NICHOLAS A. BALDINI, JR.


STEPHEN ANDERSON