

ARTICLE X

A. Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by the President or Chief Executive Officer of the Corporation, the Chairperson of the Board of Directors or the Board of Directors or a Committee of the Board of Directors which has been duly designated by the Board of Directors and the powers and authority of which, as provided in a resolution of the Board of Directors or in the Bylaws of the Corporation, include the power to call special meetings of the stockholders. Such special meetings may not be called by any other person or persons.

B. So long as the Corporation has more than one stockholder, no action required to be taken or which may be taken at any annual or special meeting of the stockholders of the Corporation may be taken without such a meeting, and the power of the stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

ARTICLE XI

Notwithstanding any other provision of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the capital stock of the Corporation required by law, this Certificate of Incorporation or any designation of the Preferred Stock, the affirmative vote of at least fifty percent (50%) of the voting power of all of the then outstanding shares of the capital stock, voting together as a single class, shall be required to amend, alter or repeal any provision contained in this Certificate of Incorporation.

ARTICLE XII

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

Elliot Hinds
McDermott, Will & Emery
2049 Century Park East, 34th Floor
Los Angeles, California 90067

THE UNDERSIGNED, being the sole incorporator herein named, for the purpose of forming a corporation pursuant to the Delaware Corporation Law, does make this certificate, hereby declaring and certifying that the facts stated herein are true, and accordingly have hereunto set my hand as of July 24, 2002.



Elliot Hinds, Sole Incorporator