

CONSENT OF INCORPORATOR IN LIEU OF
ORGANIZATIONAL MEETING

OF

INTERCHANGEABLE VIRTUAL INSTRUMENTS
FOUNDATION, INC.

The undersigned, being the sole incorporator of Interchangeable Virtual Instruments Foundation, Inc. (the "Corporation"), does hereby take, pursuant to Section 108(c) of the Delaware General Corporation Laws, the following action by written consent for the purpose of organizing this Corporation.

RESOLVED: That By-laws for the regulation of this Corporation are hereby adopted and are ordered inserted in the minute book immediately following this Consent.

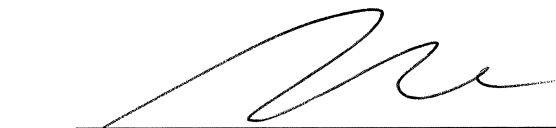
RESOLVED: That the number of directors constituting the Board of Directors of this Corporation shall initially be one

RESOLVED: That Scott Rust is hereby elected as the sole director, to hold office until his successor is duly elected and qualified, or until his or her earlier resignation or removal.

RESOLVED: That Scott Rust is hereby elected to the offices of President, Treasurer and Secretary, to hold each office until the first Annual Meeting of the Board of Directors and until his successor is duly elected and qualified, or until his earlier resignation or removal.

RESOLVED: That Andrew Updegrove is hereby elected to the office of Assistant Secretary, to hold office until the first Annual Meeting of the Board of Directors and until his successor is duly elected and qualified, or until his earlier resignation or removal.

Dated: March 8, 2001



Andrew Updegrove
Sole Incorporator