

WRITTEN CONSENT OF SOLE DIRECTOR
IN LIEU OF
FIRST MEETING OF THE BOARD OF DIRECTORS
OF
INTERCHANGEABLE VIRTUAL INSTRUMENTS
FOUNDATION, INC.

March 10, 2001

The undersigned, being the sole director of Interchangeable Virtual Instruments Foundation, Inc., a Delaware corporation (the "Corporation"), does hereby take, pursuant to Section 108 of the Delaware General Corporation Law, the following action by written consent and without a meeting:

RESOLVED: That the Consent of Incorporator setting forth the written organization action taken by the Incorporator of this Corporation, attached hereto as Exhibit A, including the adoption of the By-Laws of this Corporation, attached hereto as Exhibit B, is hereby in all respects ratified and approved.

RESOLVED: That the Certificate of Incorporation, in the form which was filed in the Office of the Secretary of State of Delaware on March 9, 2001, is hereby approved and adopted as the Certificate of Incorporation of the Corporation and is ordered inserted in the minute book.

RESOLVED: That the number of Directors on the Board of Directors shall be increased to sixteen, with all vacant seats to be filled as provided in the By-laws, except that such number of Directors shall be fifteen if the President is not a Director; provided, however, that during any period in which there are fewer than ten (10) Sponsor Members eligible to nominate and elect a Director, the number of Sponsor Directors (as defined in the By-laws) shall be equal to the number of eligible Sponsor Members and the size of the Board shall automatically adjust accordingly.

RESOLVED: That such person(s) as from time to time may be the President and Treasurer of the Corporation, each acting individually, is/are hereby authorized:

- (a) to designate such bank or banks as they may deem necessary or desirable as depositories (the "Depository" or "Depositories") for the funds of the

Corporation;

- (b) to open, keep, and close general and special bank accounts and safe deposit boxes with any Depository;
- (c) to cause to be deposited in accounts with any Depository from time to time such funds of the Corporation as they may deem necessary or advisable;
- (d) to designate from time to time officers and agents of the Corporation who will be authorized by it to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the Corporation against any such account; and
- (e) to make such general and special rules and regulations with respect to such accounts (including without limitation authorization for use of facsimile signatures) as they may deem necessary or advisable.

RESOLVED: That if any Depository requires, as a prerequisite to opening, closing, or amending an account, a prescribed form of the preamble, preambles, resolution or resolutions relating to such accounts or to any application, statement, instrument, or other documents connected therewith, each such preamble or resolution shall be deemed to be adopted by the Board of Directors, and the Secretary or any Assistant Secretary of the Corporation is authorized to certify the adoption of any such preamble or resolution as though it were presented to the Board of Directors at the time of adopting this resolution and to insert all such preambles and resolutions in the minute book of the Corporation immediately following this resolution.

RESOLVED: That the annual membership fee for each class of members of the Corporation shall be the amount set forth below opposite such class:

Sponsor Member	\$5,000
General Member	\$1,000
Associate Member	\$ 500

RESOLVED: That the President and any officer authorized by the President are, and each hereby is, authorized to execute and deliver filings from time to time with the Department of Justice and the Federal Trade Commission, and such other government agencies as he or she shall determine to be necessary or appropriate, pursuant to the National Cooperative Research and Production Act of 1993, as amended, and such other instruments, certificates and documents as such officer shall determine to be necessary or appropriate in order to carry out the purposes of this resolution, his or

her execution thereof to be conclusive evidence of such determination.

RESOLVED: That the President and any officer authorized by the President are, and each hereby is, authorized to execute and deliver in the name of the Corporation Internal Revenue Service Form 1024, Application for Recognition of Exemption Under Section 501(a), with the Internal Revenue Service, and such other instruments, certificates and documents as such officer shall determine to be necessary or appropriate in order to carry out the purposes of this resolution, such officer's execution thereof to be conclusive evidence of such determination.

RESOLVED: That the fiscal year of the Corporation shall end December 31st.

RESOLVED: That the President of this Corporation be, and hereby is, authorized to do all such acts and things, and to execute and deliver all such other instruments, certificates and documents as may be called for by the preceding resolutions as he deems necessary or desirable, in order to carry out the intent and purposes of the preceding resolutions.

The undersigned further directs that this Consent shall take effect immediately as of the date first above written and shall be filed in the minute book of the Corporation with the minutes of the meetings of the Board of Directors.

Scott Rust