

OpenMPE INCORPORATED

BYLAWS

ARTICLE I

Principal Office and Place of Business

The principal office and place of business of the Corporation shall be 15 Catawba Place, Hagerstown, Maryland 21742 or at such other place as may from time to time be designated by the Board of Directors.

ARTICLE II

Definitions

SECTION 1. Member: Any legal person with legal title to one or more Memberships issued by the Corporation. Every employee and board member of the Corporation.

SECTION 2. Agreement: With respect to users of the MPE/iX Operating System, "Agreement" shall mean the User Membership adopted and approved by the Board of Directors. With respect to vendors providing applications, utilities and services dependent upon MPE/iX Operating System, "Agreement" shall mean the Vendor Membership adopted and approved by the Board of Directors.

ARTICLE III

Meetings of Members

SECTION 1. Annual Meeting: The annual meeting of the Members of the Corporation, for the election of directors and for such other business as may properly come before such meeting, shall be held on the first Monday in March of each year, at such time and place as may be designated by the Board of Directors, provided that no more than one calendar year shall pass between annual meetings. The notice of the meeting shall be in writing and signed by the Chair or a Vice-Chair or the Secretary or an Assistant Secretary and shall include the proposed agenda for the meeting. Such notice shall state the time and the place within the State where it is to be held, and the Secretary shall cause a copy thereof to be delivered personally or mailed to each Member of record of the Corporation entitled to vote at such meeting not less than 10 nor more than 40 days before the meeting. If mailed, it shall be directed to each such Member at the Member's address as it appears on the Membership ledger books, unless the Member shall have filed with the Secretary of the Corporation a written request that notices intended for the Member be mailed to some other address, in which case it shall be mailed to the address designated in such request. The first annual meeting, unless otherwise adjourned by the Board of Directors, shall be held at the discretion of the Board of Directors on or before the first Monday in March of 2003.

SECTION 2. Special Meetings: Special meetings of Members other than those the calling of which is regulated by statute, may be called at any time by the Chair or by a majority of the Board of Directors. It shall also be the duty of the Secretary to call such meetings whenever requested in writing to do so by Members owning at least 35% of the outstanding Memberships. The Secretary shall cause a notice of such special meeting stating the time, place and object thereof and the officer or other person or persons by whom the meeting is called, to be delivered personally or mailed as provided in Section 1 of this Article to each Member of record of the Corporation entitled to vote at such meeting not less than 10 nor more than 40 days before such meeting. No business other than that stated in such notice shall be transacted at such special meeting unless the holders of all the outstanding Memberships are present thereat in person or by proxy.

SECTION 3. Waiver of Notice: The notice provided for in the two foregoing sections is not indispensable but any Members' meeting whatever shall be valid for all purposes if all the outstanding Memberships are represented thereat in person or by proxy, or if a quorum is present, as provided in the next succeeding section, and waiver of notice of the time, place and objects of such meeting shall be duly executed in writing either before or after said

meeting by such Members as are not so represented and were not given such notice.

SECTION 4. Quorum; Adjournments: At each meeting of Members, except where otherwise provided by law, Members representing, in person or by proxy, more than 50% of the Memberships then issued and outstanding shall constitute a quorum; in case a quorum shall not be present at any meeting, the holders of a majority of the Memberships represented may adjourn the meeting to some future time and place. No notice of the time and place of the adjourned meeting need be given other than by announcement at the meeting. Only those Members who, if present at the original meeting, would have been entitled to vote thereat shall be entitled to vote at any such adjourned meeting.

SECTION 5. Voting: At each meeting of Members each Member present in person or by proxy shall be entitled to one vote for each Membership registered in his name at the time of service of notice of such meeting or at such prior date, not more than 40 days before such meeting, as may be prescribed by the Board of Directors for the closing of the corporate Membership books or fixed by the Board of Directors as the date for determining which Members of record are entitled to notice of and to vote at such meeting. Proxies shall be in writing duly signed by the Member but need not be acknowledged or witnessed, and the person named as proxy by any Member shall be a Member, or his agent. Voting by Members shall be by voice vote unless any Member present at the meeting, in person or by proxy, demands a vote by written ballot, in which case the voting shall be by ballot, and each ballot shall state the name of the Member voting and the number of Memberships owned by him, and in addition, the name of the proxy of such ballot if cast by a proxy. All elections shall be determined by a plurality vote and unless otherwise specified in these Bylaws or the Articles of Incorporation, the affirmative vote of a majority of the Memberships represented at any meeting of Members shall be necessary for the transaction of any item of business and shall constitute the act of the Members. Where the ownership of Memberships is in more than one name, the person who shall be entitled to cast the vote for such Memberships shall be the person named in a certificate executed by all of the owners of such Memberships and filed with the Secretary or, in the absence of such named person from the meeting, the person who shall be entitled to cast the vote of such Memberships shall be the person owning such Memberships who is present. If more than one person owning such Memberships are present then such vote shall be cast only in accordance with their unanimous agreement.

SECTION 6. Order of Business: So far as consistent with the purpose of the meeting, the order of business of each meeting of Members shall be as follows:

1. Call to order.
2. Presentation of proofs of due calling at the meeting.
3. Proof of quorum.
4. Reading of minutes of previous meeting or meetings, unless waived.
5. Reports of officers and committees.
6. Appointment or election of inspectors of election, if requested.
7. If the annual meeting or a special meeting called for that purpose, the election of directors.
8. Such other business as shall be prescribed by the public agenda.
9. Adjournment.

ARTICLE IV

Directors

SECTION 1. Number: The initial number of Directors shall be nine. Each director shall serve for a term of two years, and shall be entitled to serve an unlimited number of renewal terms if re-elected. Commencing with the first election of Directors by Members, and until changed by amendment to these Bylaws, hereinafter provided, the number of Directors shall not be decreased to a number less than the number of Directors then in office except at an annual meeting of Members. The terms are to be overlapping with approximately half of the members to be elected each year. To establish this pattern, those members selected as officers at the first meeting of the Board will stand for election at the first general meeting of the members.

SECTION 2. Election: Except for the first Board of Directors serving until the first meeting, the Directors shall be elected at the annual meeting of Members or at a special meeting called for that purpose as provided by law or by these Bylaws by a plurality of votes cast at such meeting. The composition of the initial Board of Directors

shall be two (2) individuals who are End-Users of the MPE/iX Operating System, two (2) individuals who are consultants with respect to the MPE/iX Operating System, two (2) individuals who are applications vendors with respect to the MPE/iX Operating System, two (2) individuals who are utility vendors with respect to the MPE/iX Operating System and one (1) representative of Hewlett-Packard. Thereafter, the composition shall be one-third (1/3) of the number of Directors who are either end-users of or consultants with respect to the MPE/iX Operating System, one-third (1/3) of the number of Directors who are vendors with respect to the MPE/iX Operating System and the remainder unrestricted.

SECTION 3. Quorum: A majority of the Directors then authorized by these Bylaws shall constitute a quorum.

SECTION 4. Vacancies: Vacancies in the Board of Directors resulting from death, resignation, or otherwise may be filled without notice to any of the Members by a vote of a majority of the remaining Directors present at the meeting at which such election is held even though no quorum is present, which may be at any regular meeting of the Board of Directors or any special meeting thereof called for such purpose. In the event of the failure to hold any election of Directors or in the event that the Board of Directors shall not have filled any such vacancy, a special meeting of Members to elect a new Board of Directors or to fill such vacancy or vacancies may be called in the manner provided for the calling of special meetings of Members. Vacancies in the Board of Directors resulting from an increase of the Board of Directors by amendment of these Bylaws shall be filled in the manner provided in the resolution adopting such amendment. In case of reduction of the authorized number of Directors by amendment of these Bylaws, the Directors, if any, whose term of office shall cease shall be determined in the manner provided in the resolution adopting such amendment.

SECTION 5. Meetings: The Board of Directors shall meet immediately after the annual meeting of Members without notice and also whenever called together by any officer of the Corporation or upon the written request of any four Directors then holding office, upon notice given to each Director, by delivering personally, mailing, or e-mailing the same to him at least two days prior to such meeting at the last address furnished by him to the Corporation. Meetings may be held via telephone conference call or by other electronic means. Regular meetings may be held without notice at such times and places as a majority of the Board of Directors may determine, but such meetings shall be held at least once every three months during each fiscal year. Any meeting of the Board of Directors at which all the Directors shall be present, or of which notice shall be duly waived by all absentees, either before or after the holding of such meeting, shall be valid for all purposes provided a quorum be present. Meetings of the Board of Directors may be held either at the principal office of the Corporation or as provided in the notice calling the meeting, unless the Board of Directors by resolution adopts some further limitation in regard thereto. At all meetings of the Board of Directors, each Director shall be entitled to one vote. The vote of a majority of the Directors present at the time of a vote of a duly constituted meeting shall be the act of the Board of Directors.

The Chair shall preside over all meetings of the Board of Directors and the Secretary shall keep a minute book of the Board of Directors recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board of Directors shall individually or collectively consent in writing to such action. Any such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

SECTION 6. Voting in absentia: Any Director who is aware that they will not be able to attend an official meeting, or any part of a meeting, may vote on any resolution to be considered at a meeting in absentia. The vote must be limited to one in favor of or against a proposed resolution that exists in written form prior to the meeting. The vote may be made to the Secretary, Chair, or Vice-Chair by mail, facsimile, or digitally signed electronic mail. The vote may be rescinded by the director if he or she attends the meeting or by mail, facsimile, or digitally signed electronic mail received by the Secretary, Chair, or Vice-Chair prior to the meeting. The vote is to be counted only if the form of the resolution considered by the board is identical to the proposed resolution voted upon by the absent director.

SECTION 7. Resignation and Removal: Any Director may resign at any time by written notice delivered in person or sent by certified or registered mail to the Chair or Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless specifically requested, acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed without cause at any time by a vote of the

Members at a meeting duly called for that purpose. Any Directors whose removal has been proposed shall be given at least 15 days notice of the time, place and purpose of the meetings and shall be given an opportunity to be heard at the meeting.

SECTION 8. Committees: The Board of Directors may by resolution appoint committees, as it may deem appropriate. Such committees shall have and may exercise such of the powers of the Board of Directors in the management of the business and affairs of the Corporation during the intervals between the meetings of the Board of Directors as may be determined by the authorizing resolution of the Board of Directors and so far as may be permitted by law.

SECTION 9. Salaries: No salary or other compensation for services shall be paid to any Director of the Corporation for services rendered unless and until any such payment shall have been authorized in writing and by affirmative vote taken at a duly held meeting of Members, by vote representing at least a majority of the then-outstanding Memberships.

SECTION 10. Powers and Duties: The Board of Directors shall have all of the powers and duties necessary for the administration of the affairs of the Corporation and may do any such acts and things as are provided for by the Articles of Incorporation of the Corporation and Bylaws as are necessary and done by the Corporation. The Board of Directors shall have the power from time to time to adopt the form of an Agreement governing the use of the MPE/iX Operating Systems and the technological services related thereto. In addition to the duties imposed by these Bylaws or by any resolution of the Members that may hereafter be adopted, the Board of Directors shall, on behalf of the Corporation:

- (1) Prepare and adopt an annual budget.
- (2) Designate, hire and dismiss the personnel necessary for the operation of the business of the Corporation, and, where appropriate, provide for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties, which supplies and equipment shall be deemed part of the property of the Corporation.
- (3) Open bank accounts on behalf of the Corporation and designate the signatures thereon, and invest the funds of the Corporation for the benefit of the Corporation.
- (4) Enforce by legal means the provisions of the Articles of Incorporation, these Bylaws and the Agreements, and notify the Members of any litigation against the Corporation involving a claim in excess of five percent (5%) of the amount of the annual budget.
- (5) Obtain and carry insurance against casualties and liabilities, as provided in these Bylaws, and pay the premiums therefore and adjust and settle any claims thereunder.
- (6) Pay the cost of all authorized services rendered to the Corporation.
- (7) Keep the books with detailed accounts in chronological order of the receipts and expenditures affecting administration of the Corporation. Such books and vouchers accrediting the entries thereupon shall be available for examination by the Members, their duly authorized agents or attorneys, during general business hours on working days at the times and in the manner set and announced by the Board of Directors for the general knowledge of the Members. All books and records shall be kept in accordance with generally accepted accounting practices and standards consistently applied, and the same shall be audited and certified at least once each year by an independent accountant retained by the Board of Directors, who shall not be a Member.
- (8) Borrow money on behalf of the Corporation when required in connection with any instance relating to the operation of the business of the Corporation, provided, however, that the consent of at least two-thirds in number of the Memberships voting at a meeting duly called and held for such purpose in accordance with the provisions of these Bylaws, shall be required to borrow any sum in excess of \$15,000.00 in the aggregate during any one calendar year.

- (9) Approval of the certificates of Membership, which approval shall not be unreasonably withheld, provided that no Membership shall be approved unless to a purchaser proven to the Board of Directors' satisfaction to be financially responsible and shall be either users of the MPE/iX Operating System or vendors providing applications, utilities and services dependent upon the MPE/iX Operating System.
- (10) Do such other things and acts not inconsistent with the applicable laws of the State of Maryland, the Articles of Incorporation, and these Bylaws which the Board of Directors may be authorized to do by a resolution of the Members.

SECTION 11. Managing Agent: The Board of Directors and the Corporation may employ a managing agent (herein referred to as the "Managing Agent"). Any Managing Agent or the Board of Directors if it serves in that capacity shall operate so that:

- (1) two or more persons shall be responsible for handling cash to maintain adequate financial control procedures;
- (2) cash accounts of the Corporation shall not be commingled with any other accounts;
- (3) any financial or other interest which the Managing Agent or Board may have in any firm providing goods or services to the Corporation shall be disclosed to and approved by the Board of Directors prior to employment of such firm; and

A Management Contract must provide that it may be terminated with or without cause on no more than 30 days written notice without any termination fee and the term of any such contract may not exceed two years.

ARTICLE V

Officers

SECTION 1. Election and Removal: The officers of the Corporation shall be a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer. Such officers shall be elected at the first meeting of the Board of Directors after these Bylaws become effective, and thereafter at the regular meeting in each year following the annual meeting of Members, and shall serve until removed or until their successors shall have been elected. The Board of Directors may at any time appoint one or more Assistant Secretaries and one or more Assistant Treasurers to hold office at the pleasure of the Board of Directors and may accord to such officers such power as the Board of Directors deems proper. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the then authorized total number of Directors. One person may hold not more than two offices at the same time, except that the Chair and the Secretary may not be the same person. The Board of Directors may fill vacancies occurring in any office at any time.

SECTION 2. Duties of Chair and Vice-Chairs: The Chair shall preside at all meetings of the Members and of the Board of Directors. The Chair or any Vice-Chair shall sign in the name of the Corporation all contracts, leases, and other instruments, which are authorized from time to time by the Board of Directors. The Chair, subject to the control of the Board of Directors, shall have general management of the affairs of the Corporation and perform all the duties incidental to the office. In the absence of the Chair or the inability of the Chair to act, any Vice-Chair shall have the powers and perform the duties of the Chair.

SECTION 3. Duties of Treasurer: The Treasurer shall have the supervisory authority over the care and custody of all funds and securities of the Corporation and shall direct the deposit of such funds in the name of the Corporation in such state and federally insured savings and loan associations, secure investment funds, banks, or trust companies as the Board of Directors may determine and he shall perform all other duties incidental to his office. If so required by the Board of Directors, he shall, before receiving any such funds, furnish to the Corporation a bond with a surety company as surety in such form and amount as said Board of Directors from time to time shall determine. The Corporation shall pay the premium upon such bond. The Treasurer shall cause to be transmitted to each Member an annual report of operations and balance sheet of the Corporation, which shall be certified by the

accountant. In the absence or inability of the Treasurer, the Assistant Treasurer, if any, shall have all the powers and perform all the duties of the Treasurer.

SECTION 4. Duties of Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and of the meetings of Members and shall attend to the giving and serving of all notices of the Corporation and shall be empowered to affix the corporate seal to all written instruments authorized by the Board of Directors or these Bylaws. He shall also perform all other duties incidental to his office. He shall cause to be kept a book containing the names, alphabetically arranged, of all persons who are Members of the Corporation, showing respectively their places of residence, the number of Memberships held by them, the date when they became the owners thereof, and the amount paid thereon, and the denomination and the amount of all Memberships issued. Such book shall be open for inspection as provided by law. In the absence or inability of the Secretary, the Assistant Secretary, if any, shall have the powers and perform all the duties of the Secretary.

SECTION 5. Salaries: No salary or other compensation for services shall be paid to any officer of the Corporation for services rendered unless and until any such payment shall have been authorized in writing or by affirmative vote taken at a duly held meeting of Members, by vote representing at least a majority of the then outstanding Memberships.

ARTICLE VI

Memberships

SECTION 1. Memberships and Agreement: No Memberships hereafter issued or acquired by the Corporation shall be issued or reissued except in connection with the execution by the purchaser and delivery by the Corporation of the Agreement with respect to the use of the MPE/iX Operating System or related software. Memberships shall entitle the holder to use the MPE/iX Operating System, or related software, and technological services related thereto in accordance with the Agreement and for such other purposes as may be specified in these Bylaws to which the Memberships are appurtenant, subject to the provisions, covenants and agreements contained in such Agreement and to these Bylaws.

SECTION 2. Form and Membership Register: Certificates of the Memberships shall be in the form adopted by the Board of Directors. Certificates shall be issued and there shall be recorded the name of the person holding the Memberships, the number of Memberships and the date of issue.

SECTION 3. Transfers: Transfers of Memberships shall be made upon the books of the Corporation only by the Member in person or by power of attorney or stock power with a signature guarantee executed by guarantor acceptable to the Corporation, duly executed and filed with the Secretary of the Corporation and on the surrender of the certificate for such Memberships. Memberships sold by the Corporation to satisfy any lien, which it holds thereon, may be transferred without the surrender of the certificate representing such Memberships.

SECTION 4. Legend on Membership Certificates: Certificates representing Memberships shall bear a conspicuous legend reading as follows:

“The rights of any holder hereof are subject to the provisions of the Articles of Incorporation, Bylaws and to all the terms, covenants, conditions and provisions of a certain Agreement made between the person in whose name this certificate is issued. The holder hereof is entitled to all the provisions of the OpenMPE, Incorporated’s Articles of Incorporation, Bylaws, and the Agreement, all of which the holder hereof hereby acknowledges to have been advised and to have received copies of and hereby expressly agrees to all of said terms, conditions and provisions thereof. The Memberships represented by this certificate are transferable only as an entirety and only to an assignee of such Agreement. Copies of the Articles of Incorporation, the Agreement, and the Bylaws are on file and available for inspection at the Office of OpenMPE, Incorporated.

Such further information shall be added as to the conditions and restriction relative to Memberships as the Board of Directors may deem appropriate.

ARTICLE VII

Indemnification and Related Matters

SECTION 1. Definitions. As used in Sections 1 and 2 of this Article VII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

SECTION 2. Indemnification of Directors and Officers. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. Indemnification of Employees and Agents. With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

SECTION 4. Common or interested Directors: Each member of the Board of Directors shall exercise his powers and duties in good faith and with a view to the interests of the Corporation. No contract or other transaction between the Corporation and any of its directors, or between the Corporation and any other corporation, firm, or association in which any of the directors of the Corporation are directors or officers or are pecuniary or otherwise interested, is either void or voidable because any such director is present at the meeting of the Board of Directors or any committee thereof which authorizes or approves the contract or transaction, or because his vote is counted for such purpose, if any of the conditions specified in any of the following subparagraphs exists:

- (1) The fact of the common directorate or interest is disclosed or known to the Board of Directors or a majority thereof or noted in the minutes, and the Board of Directors authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; or
- (2) The fact of the common directorate or interest is disclosed or known to at least a majority of the Members by number of Memberships voted, and the Members approve or ratify the contract or transaction by a vote sufficient for the purpose; or
- (3) The contract or transaction is commercially reasonable to the Corporation at the time it is authorized, ratified, approved, or executed.

Any common or interested directors may be counted in determining the presence of a quorum of any meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies any contract or transaction and may vote thereat to authorize any contract or transaction with like force and effect as if such director were not such director or officer of the Corporation or not so interested.

ARTICLE VIII

Negotiable Instruments

SECTION 1. Signatures: All checks, drafts, orders for payment of money and negotiable instruments shall be signed by such officer or officers or employee or employees of the Corporation or Managing Agent as the Board of Directors may from time to time, by standing resolution, special order, or contract between the Corporation and Managing Agent prescribe. Endorsements or transfers of Memberships, bonds, or other securities shall be signed by the Chair or any Vice-Chair and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary unless the Board of Directors, by special resolution shall prescribe otherwise.

SECTION 2. Safe Deposit Access: Such officer or officers, as from time to time shall be designated by the Board of Directors, shall have access to any safe or safe deposit box of the Corporation.

SECTION 3. Bonds and Securities: Such officer or officers, as from time to time shall be designated by the

Board of Directors, shall have power to control and direct the disposition of any bonds or other securities or property of the Corporation deposited in the custody of any trust company, bank, or other custodian.

ARTICLE IX

Compliance and Default

SECTION 1. Default: If at any time one or more of the events specified in the following subparagraphs of this Section 1 of Article IX shall occur, the Corporation may terminate the Member's rights and exercise any other rights and remedies available at law or in equity. Such events of default shall include, but not be limited to, the following:

- (1) In case at any time during the term of the Agreement the Member shall cease to be the owner of Memberships.
- (2) In case the Member attempts to transfer or assign the Agreement in a manner inconsistent with the provisions of these Bylaws or the Agreement.
- (3) In case the Member shall default in the performance of any of his obligations under the Agreement or these Bylaws or shall fail to comply with or abide by any of the covenants, conditions, promises, or undertakings of or under the Agreement or any article or part thereof or of any of the provisions of these Bylaws.

The failure on the part of the Corporation to avail itself of any of the remedies provided under these Bylaws shall not waive or destroy the right of the Corporation to avail itself of such remedies for similar or other breaches on the part of the Member.

SECTION 2. Compliance: Each Member shall be governed by, and shall comply with, all of the terms of these Bylaws, the Agreement as any of the same may be amended from time to time.

SECTION 3. Costs and Attorney's Fees: In any proceeding arising out of any alleged default by a Member, the prevailing party shall be entitled to recover the costs of all such proceeding and such reasonable attorney's fees as may be determined by the court.

Section 4. No Waiver of Rights: The failure of the Corporation, the Board of Directors, or of a Member to enforce any right, provision, covenant, or condition which may be established by law or equity, the Agreement, the Articles of Incorporation or these Bylaws shall not constitute a waiver of the right of the Corporation, the Board of Directors, or the Member to enforce such right, provision, covenant, or condition in the future. All rights, remedies, and privileges granted to the Corporation, the Board of Directors, or any Member pursuant to any term, provision, covenant, or condition of the Agreement, Articles of Incorporation, or these Bylaws shall be deemed to be cumulative and the exercise of any one or more thereof shall not be deemed to constitute an election of remedies, nor shall it preclude the party exercising the same from exercising such other privileges as may be the same nor from exercising such other privileges as may be granted to such party by such documents and instruments or at law or in equity.

SECTION 5. Legal Proceedings: Failure to comply with any of the terms of the Agreement, Articles of Incorporation, these Bylaws shall be grounds for relief, including, without limitation, an action to recover any sums due for money damages, injunctive relief, any other relief provided for in these Bylaws or any combination thereof and any other relief afforded by a court of competent jurisdiction, all of which relief may be sought by the Corporation, the Board of Directors, the Managing Agent, or, if appropriate, by any aggrieved Member and shall not constitute an election of remedies.

ARTICLE X

Miscellaneous

SECTION 1. Amendments: These Bylaws may be amended, enlarged, or diminished either at any Mem-

bers' meeting called for such purpose or at an annual meeting by vote of Members voting two-thirds of the outstanding Memberships present and voting (including Memberships voted by proxy), provided that the proposed amendment or the substance thereof shall have been inserted in the notice of meeting or that all of the Members be present in person or by proxy. These Bylaws may also be amended, enlarged or diminished by the Board of Directors provided that no such amendment, modification, or alteration shall change the number of Memberships of the Corporation. The Corporation shall give notice to all Members of any amendments so adopted.

SECTION 2. Notices: All notices, demands, bills, statements, or other communications under these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally or if sent by mail, postage prepaid:

- (1) if to a Member, at the address which the Member shall designate in writing and file with the Secretary; or
- (2) if to the Corporation, to the resident agent and to the Board of Directors or the Managing Agent, at the principal office of the Managing Agent or at such other address as shall be designated by notice in writing to the Members pursuant to this Section.

SECTION 3. Captions: The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these Bylaws or the intent of any provision thereof.

SECTION 4. Gender: The use of the masculine gender in these Bylaws shall be deemed to include the feminine and neuter genders and the use of the singular shall be deemed to include plural, and vice versa whenever the context so required.

Approved and Adopted by the Board of Directors of OpenMPE, Incorporated at the Board of Directors meeting on the 19th day of March 2002.