

**RESOLUTION OF THE SOLE INCORPORATOR OF
ICM REGISTRY, INC.**

The undersigned, being the sole incorporator of **ICM REGISTRY, INC.**, a corporation organized under the laws of the State of Delaware on June 28, 1999 (the "Corporation"), hereby adopts the following resolution:

RESOLVED, that the initial number of members to serve on the Corporation's board of directors are two, and that the persons listed below be, and they are, elected to the board of directors of the Corporation, to serve until successors have been duly elected and qualified:

**JASON HENDELES
MICHAEL PALAGE**

IN WITNESS WHEREOF, the sole incorporator of **ICM REGISTRY, INC.** executes this written consent effective as of the __ day of September, 2000.

Amanda P. Conway, Sole Incorporator