BYLAWS

of

CAPAIR, INC.

A California Corporation

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BYLAWS

OF

CAPAIR, INC.

A California Corporation

ARTICLE I

OFFICES

Section 1. Principal Office.

The principal office for the transaction of business in this State shall be located in the County of Orange.

Section 2. Other Offices.

This corporation may also have offices at such other places, both within and without the State of California, as the Board of Directors may from time to time determine as the business of the corporation may require.

ARTICLE II

SHAREHOLDERS' MEETING

Section 1. Place of Meetings.

All meetings of the shareholders shall be held at the office of the corporation, in the State of California, as may be designated for that purpose from time to time by the Board of Directors.

Section 2. Annual Meetings.

The annual meeting of the shareholders shall be held each year, between thirty (30) and one-hundred twenty (120) days following the end of the fiscal year of the corporation at such precise date and time as fixed by resolution of the Board of Directors.

At the annual meeting, the shareholders shall elect a Board of Directors, consider reports of the affairs of the corporation and transact such other business as may properly be brought before the meeting.

Section 3. **Special Meetings.**

Special meetings of the shareholders for any purpose or purposes may be called at any time by the President, a Vice President, the Secretary, an Assistant Secretary, the Board of Directors, or shareholders holding not less than ten percent (10%) of the voting power of the corporation. Upon request in writing sent by registered mail to the President, a Vice President, the Secretary or an Assistant Secretary, directed to such officer at the principal office of the corporation, in California, or delivered to such officer in person by any person entitled to call a meeting of shareholders, it shall be the duty of such officer to cause notice to be given to the shareholders entitled to vote that a meeting will be held at the time requested by the person calling the meeting, not less than thirty-five (35) nor more than sixty (60) days after the receipt of such request. If notice is not given within twenty (20) days after receipt of the request, the person calling the meeting may give notice thereof. Nothing contained in this section shall be construed as limiting, fixing or affecting the time or date when a meeting of shareholders called by action of the Board of Directors may be held.

Section 4. **Notice of Meetings.**

Notices of meetings, annual or special, shall be given either personally or in writing to shareholders entitled to vote by the Secretary or the Assistant Secretary, or, if there be no such officer, or in the case of his neglect or refusal, by any director or shareholder.

Notices shall be sent to the shareholder's address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice, not less than ten (10) days nor more than sixty (60) days before such meeting, except in the case of a meeting for the purpose of approving a merger or consolidation agreement, in which case the notice must be given not less than twenty (20) days prior to the date of the meeting.

Notice of any meeting of shareholders shall specify the place, the day and the hour of the meeting, and in case of special meetings, as provided by the Corporations Code of California, the general nature of the business to be transacted, and no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of nominees intended at the time of the notice to be presented by management for election.

If a shareholder supplies no address, notice shall be deemed to have been given to him if mailed to the place where the principal office of the corporation is situated, or published at least once in some newspaper of general circulation in the County of said principal office. Such notice shall specify the place, the day and hour of the meeting, and in the case of special meetings, the general nature of the business to be transacted.

It shall not be necessary to give any notice of the time and place of an adjourned meeting or of the business to be transacted there at, other than by announcement at the meeting at which the adjournment is taken; provided, however, when any shareholders' meeting is adjourned for more than forty-five (45) days or, if after adjournment, a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

Section 5. **Consent to Shareholders' Meeting.**

The transactions of any meeting of shareholders, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the shareholders entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made part of the minutes of the meeting. Executors, administrators, guardians, trustees and other fiduciaries entitled to vote shares may sign such waivers, consents and approvals.

Section 6. **Shareholders Acting Without a Meeting.**

Except as provided in Article III, Section 3, any action which may be taken at a meeting of the shareholders may be taken without a meeting, without prior notice and without a vote, if authorized by a writing setting forth the action so taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of corporate action without a meeting by less than unanimous written consent shall be given to those shareholders who have not consented in writing.

Section 7. **Quorum.**

The holders of a majority of the shares entitled to vote present in person or represented by proxy shall be requisite and shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. In the absence of a quorum, any meeting of shareholders may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy, but no other business may be transacted. At an adjourned meeting at which the requisite amount of voting shares is represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. **Voting Rights; Cumulative Voting.**

Only persons in whose names shares entitled to vote and stand on the stock records of the corporation on the day of any meeting of shareholders, unless some other day be fixed by the Board of Directors for the determination of shareholders of record, and then on such other day, shall be entitled to vote at such meeting.

Every shareholder entitled to vote at any election for directors may cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which his shares are entitled, or distribute his votes on the same principle among as many candidates as he thinks fit; provided, however, that no shareholder shall be entitled to cumulate votes unless the candidate or candidates' names have been placed in nomination prior to the voting and the shareholder has given notice at the meeting prior to the voting of the shareholders' intention to cumulate his votes. If any one shareholder has given proper notice, all shareholders may cumulate their votes for candidates in nomination.

The candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

The Board of Directors may fix a time in the future not exceeding thirty (30) days preceding the date of any meeting of shareholders or the date fixed for the payment of any dividend or distribution, or for the allotment of rights, or when any change or conversion or exchange of shares shall go into effect, as a record date for the determination of the shareholders entitled to notice of and to vote at any meeting, or entitled to receive any dividend or distribution, or any allotment of rights, or to exercise the rights in respect to any change, conversion or exchange of shares. Only shareholders of record on the date so fixed shall be entitled to notice of and to vote at such meeting, or to receive such dividends, distribution or allotment of rights, or to exercise such rights, notwithstanding any transfer of any shares on the books of the company after the record date.

Section 9. **Proxies.**

Every shareholder entitled to vote or to execute consents may do so either in person or by proxy, executed in accordance with the provisions of Section 705 of the Corporations Code of California and filed with the Secretary of the corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which the proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

Any proxy duly executed is not revoked and continues in full force and effect until a revocation in writing or a duly executed proxy bearing a later date is filed with the Secretary of the corporation. A proxy is not revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of the death or incapacity is given to the corporation. Notwithstanding that a valid proxy is outstanding, the powers of the proxy holder are suspended, except in the case of a proxy coupled with an interest, which states that fact on its face, if the person executing the proxy is present at the meeting and elects to vote in person.

If any instrument of proxy designates two or more persons to act as proxy, in the absence of any provision in the proxy to the contrary, the persons designated may represent and vote the shares in accordance with the vote or consent of the majority of the person named as such proxies. If only one proxy is present, he may vote all the shares, and all of the shares standing in the name of the principal or principals for whom such proxy acts shall be deemed represented for the purpose of obtaining a quorum. The foregoing provisions shall apply to the voting of shares by proxies for any two or more administrators, executors, trustees or other fiduciaries, unless an instrument or order of the court appointing them otherwise directs.

The Board of Directors may, in advance of any annual or special meeting of the shareholders, prescribe additional regulations concerning the manner of execution and filing of proxies and the validation of the same, which are intended to be voted at any such meeting.

Section 10. **Organization.**

The President, or in the absence of the President, any Vice President, shall call the meeting of the shareholders to order and shall act as Chairman of the meeting. In the absence of the President and all of the Vice Presidents, a Chairman chosen by a majority in interest of the shareholders of the corporation present in person or by proxy and entitled to vote, shall act as Chairman. The Secretary of the corporation shall act as Secretary of all meetings of the shareholders, but in the absence of the Secretary at any meeting of the shareholders, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 11. **Inspectors of Election.**

In advance of any meeting of shareholders, the Board of Directors may, if they so elect, appoint inspectors of election to act at the meeting or any adjournments thereof. If inspectors of election are not appointed, the Chairman of any meeting may, and on the request of any shareholder or his proxy shall, make such appointment at the meeting. The number of inspectors shall be either one (1) or three (3).

If appointed at a meeting on the request of one or more shareholders of proxies, the majority of shares present shall determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails to appear, or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the person acting as Chairman.

The inspectors of election shall (i) determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies, (ii) receive votes, ballots or consents, (iii) hear and determine all challenges and questions in any way arising in connection with the right to vote, (iv) count and tabulate all votes or consents and determine the result, and (v) do such acts as may be proper to conduct the election or vote with fairness to all shareholders. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical.

On request of the Chairman of the meeting or of any shareholder or his proxy, the inspectors shall make a report in writing of any challenge or question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them is prima facie evidence of the facts stated therein.

ARTICLE III

DIRECTORS: MANAGEMENT

Section 1. **Powers.**

If initial directors have not been named in the Articles of Incorporation, the incorporator or incorporators, until such time as directors may be elected, may do whatever is necessary and proper to perfect the organization of the corporation, including the adoption and amendment of Bylaws of the corporation and the election of directors and officers. Subject to the limitation of the Articles of Incorporation, of the Bylaws and of the laws of the State of California as to action to be authorized or approved by the shareholders, all corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be controlled by a Board of Directors.

Section 2. **Number and Qualification.**

The authorized number of directors of the corporation shall be four (4).

The authorized number of directors may be changed by amendment to this Section 2, Article III, of these Bylaws, adopted by a vote or written assent of the shareholders entitled to exercise majority voting power; provided, however, that a bylaw reducing the fixed number of directors to a number less than five (5) cannot be adopted if the votes cast against its adoption at a meeting, or the shares not consenting in the case of action by written consent, are equal to more than 16-2/3 percent of the outstanding shares entitled to vote.

Section 3. **Election and Tenure of Office.**

The directors shall be elected by ballot at the annual meeting of the shareholders, to serve for one (1) year or until their successors are elected and have qualified. Elections for directors need not be by ballot unless a shareholder demands election by ballot at the election and before the voting begins, or unless the Bylaws so require. The term of office of the directors shall begin immediately after election.

Notwithstanding Section 6 of Article II of these Bylaws, no director may be elected by written consent except by unanimous written consent of all shares entitled to vote for the election of directors.

Section 4. **Vacancies.**

Except for a vacancy created by the removal of a director, vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual meeting of shareholders or at a special meeting called for that purpose. The holder or holders of an aggregate of five percent (5%) or more of the total number of shares outstanding and entitled to vote for directors shall have the right to call a special meeting of shareholders to elect the entire Board.

The shareholders may at any time elect a director to fill any vacancy not filled by the directors, and may elect the additional directors at the meeting at which an amendment of the Bylaws is voted authorizing an increase in the number of directors.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any director, or if the shareholders shall increase the authorized number of directors but shall fail at the meeting at which such increase is authorized, or at an adjournment thereof, to elect the additional director so provided for, or in case the shareholders fail at any time to elect the full number of authorized directors.

If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board, or the shareholders, shall have the power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of directors shall have the effect of removing any director prior to the expiration of his term of office.

The Board of Directors may declare vacant the office of a director (1) if the director is declared of unsound mind by an order of the court, or finally convicted of a felony, or (2) if within sixty (60) days after notice of his election the director does not accept the office either in writing or by attending a meeting of the Board of Directors.

Section 5. **Removal of Directors.**

The entire Board of Directors or any individual director may be removed from office as provided by Section 303 of the Corporations Code of the State of California.

Section 6. **Place of Meetings.**

Meetings of the Board of Directors shall be held at the office of the corporation in the State of California, as designated for that purpose, from time to time, by resolution of the Board of Directors or written consent of all of the members of the Board. Any meeting shall be valid, wherever held, if held by the written consent of all members of the Board of Directors, given either before or after the meeting and filed with the Secretary of the corporation.

Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

Section 7. **Organizational Meetings.**

The organizational meetings of the Board of Directors shall be held immediately following the adjournment of the annual meetings of the shareholders.

Section 8. **Other Regular Meetings.**

Other regular meetings of the Board of Directors shall be held at the corporate offices, or such other place as may be designated by the Board of Directors, as the Board of Directors may provide by resolution without other notice than such resolution.

Section 9. **Special Meetings - Notices.**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the President or by any Vice President or the Secretary or by any two (2) directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by letter or by telegram, charge prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting.

In case such notice is delivered personally, it shall be delivered at least twenty-four (24) hours prior to the time of the holding of the meeting.

Section 10. Waiver of Notice.

When all of the directors are present at any directors' meeting, however called or noticed, and sign a written consent thereto on the records of such meeting, or, if a majority of the directors are present, and if those not present sign a written waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said waiver shall be filed with the Secretary of the corporation, the transactions thereof are as valid as if had at a meeting regularly called and noticed.

Section 11. Directors Acting Without a Meeting By Unanimous Written Consent.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by a writing signed by all members of the Board. Such consent shall be filed with the regular minutes of the Board.

Section 12. Notice of Adjournment.

Notice of the time and place of holding an adjourned meeting shall be given to absent directors prior to the time of the meeting if the adjournment is for more than twenty-four (24) hours.

Section 13. Quorum.

A majority of the number of directors as fixed by the Articles of Incorporation or Bylaws shall be necessary to constitute a quorum for the transactions of business, and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of the directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business. A duly called and noticed Board meeting at which a quorum is initially present and assembled shall be able to continue the transaction of business notwithstanding the withdrawal of a sufficient number of directors to break a quorum provided that any action so taken is approved by at least a majority of the required quorum for such a meeting.

Section 14. Compensation of Directors.

Directors shall not receive any stated salary for their services as directors, but by resolution of the Board a fixed sum and expense of attendance may be allowed for attendance at each regular and special meeting of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the company in any other capacity and receiving compensation therefor.

Section 15. **Executive Committee.**

An executive committee may be appointed by resolution passed by a majority of the Board. The executive committee shall be composed of members of the Board and shall have such powers as may be expressly delegated to it by resolution of the Board of Directors. It shall act only in the intervals between meetings of the Board and shall be subject at all times to the control of the Board of Directors.

The Board of Directors may authorize the corporation to pay expenses incurred by, or to satisfy a judgment or fine rendered or levied against, a present or former director, officer or employee of this corporation in an action brought by a third party against such person, whether or not the corporation is joined as a party defendant, to impose a liability or penalty on such person for an act alleged to have been committed by such person while a director, officer or employee, or by the corporation, or by both provided that the Board of Directors determines in good faith that such director, officer or employee was acting in good faith within what he reasonably believed to be the scope of his employment or authority and for a purpose which he reasonably believed to be in the best interests of the corporation or its shareholders. Payments authorized hereunder include amounts paid and expenses incurred in settling any such action or threatened action. This section does not apply to any action instituted or maintained in the right of the corporation by a shareholder or a holder of a voting trust certificate representing shares of the corporation. The provisions of this section shall apply to the estate, executor, administrator, heirs, legatees or devisees of a director, officer or employee, and the term "person" where used in the foregoing shall include the estate, executor, administrator, heirs, legatees or devisees of such person.

ARTICLE IV

OFFICERS

Section 1. **Officers.**

The officers of the corporation shall be a President, a Secretary and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial

Officers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held by the same person unless the Articles or Bylaws provide otherwise.

Section 2. **Election.**

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of these Articles, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. **Subordinate Officers, etc.**

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. **Removal and Resignation.**

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. Any resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. **Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 6. **Chairman of the Board.**

The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and shall exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws.

Section 7. **President.**

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the shareholders and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. The President shall be ex officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the President of a corporation, together with all additional powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. **Vice President.**

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting, shall have all the power of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or the Bylaws.

Section 9. **Secretary.**

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and shareholders, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at directors' meetings, the number of shares present or represented at shareholders' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office or at the office of the corporation's transfer agent, a share register, or duplicate share register, showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued and the number and date of cancellation of every certificate surrendered for cancellation.

The Secretary shall give, or cause to be given, notice of all the meetings of the shareholders and of the Board of Directors required by the Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 10. **Chief Financial Officer.**

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to the source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any director.

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors, shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of his transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE V

CORPORATE RECORDS AND REPORTS --- INSPECTION

Section 1. **Records.**

The corporation shall maintain adequate and correct accounts, books and records of its business and properties at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 2. **Inspection of Books and Records.**

All books and records provided for in Sections 1600 through 1602 of the Corporations Code of California shall be open to inspection of the directors and shareholders from time to time and in the manner provided in Sections 1600 through 1602.

Section 3. **Certification and Inspection of Bylaws.**

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the shareholders of the company, as provided in Section 213 of the Corporations Code of California.

Section 4. **Checks.**

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. **Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation in any material matter by any contract or engagement, or to pledge its credit to any significant extent or to render it liable for any material purposes or to any significant amount.

Section 6. **Annual Report.**

The annual report to shareholders referred to in Section 1501 of the California Corporations Code is expressly waived, but nothing herein shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to shareholders.

ARTICLE VI

CERTIFICATES AND TRANSFER OF SHARES

Section 1. **Certificates for Shares.**

Certificates for shares shall be of such form and device as the Board of Directors may designate and shall state the name of the record holder of the shares represented thereby; its number; date of issuance; the number of shares for which it is issued; a statement of the rights, privileges, preferences and restrictions, if any; a statement as to the redemption or conversion, if any; a statement of liens or restrictions upon transfer or voting, if any; if the shares be assessable or, if assessments are collectible by personal action, a plain statements of such facts.

Every certificate for shares must be signed by the President or a Vice President and the Secretary or an Assistant Secretary or by facsimiles of the signatures of the President and Secretary.

Section 2. **Transfer on the Books.**

Upon surrender to the Secretary or transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 3. **Lost or Destroyed Certificates.**

Where the holder of a share certificate claims that the certificate has been lost, destroyed or wrongfully taken, the holder shall make an affidavit or affirmation of that fact and advertise the same in such manner as the Board of Directors may require, and shall, if the directors so require, give the corporation a bond of indemnity, in form and with one or more sureties satisfactory to the Board, in at least double the value of the stock represented by said certificate, whereupon a new certificate shall be issued in the same tenor and for the same number of shares as the one alleged to be lost, destroyed or wrongfully taken if the owner so requests before the corporation has notice that the share has been acquired by a bona fide purchaser.

Where a share certificate has been lost, apparently destroyed or wrongfully taken and the owner fails to notify the corporation of that fact within a reasonable time after he has notice of it, and the corporation registers a transfer of the shares represented by the certificate before receiving such a notification, the owner is precluded from asserting against the corporation any claim to a new certificate.

If after the issue of a new certificate as a replacement for a lost, destroyed or wrongfully taken certificate, a bona fide purchaser of the original certificate presents it for registration of transfer, the corporation must register the transfer unless registration would result in over-issue. In addition to any rights on the indemnity bond, the corporation may recover the new certificate from the person to whom it was issued or any person taking under him except a bona fide purchaser.

Section 4. **Transfer Agents and Registrars.**

The Board of Directors may appoint one or more transfer agents or transfer clerks, and one or more registrars which shall be an incorporated bank or trust company, either domestic or foreign, and which shall be appointed at such times and places as the requirements of the corporation may necessitate and the Board of Directors may designate.

Section 5. **Closing Stock Transfer Books.**

The Board of Directors may close the transfer books in its discretion for a period not exceeding thirty (30) days preceding any meeting, annual or special, of the shareholders, or the day appointed for the payment of a dividend.

Section 6. **Legend Condition.**

In the event any shares of this corporation are issued pursuant to a permit or exemption therefrom requiring the imposition of a legend condition, the person or persons issuing or transferring such shares shall make sure the legend appears on the certificate and on the stub relating thereto in the stock record book and shall not be required to transfer any shares free of such legend unless an amendment to the permit or a new permit is issued authorizing such a deletion.

ARTICLE VII

CORPORATE SEAL

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the corporation, the date of its incorporation and the word "California".

ARTICLE VIII

INDEMNIFICATION

8.1 The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The corporation shall reimburse the directors for any judgment for monetary damages as provided in this paragraph.

8.2 The corporation shall indemnify its agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholder for any and all acts of such agent or failure to act on the part of the agent which neither constitute gross negligence nor contravention of Section 204 of the California Corporations Code.

ARTICLE IX

AMENDMENTS TO BYLAWS

Section 1. **By Shareholders.**

New Bylaws may be adopted or these Bylaws may be repealed or amended at the annual meetings, or any other meeting of the shareholders called for that purpose, by a vote of shareholders entitled to exercise a majority of the voting power of the corporation, or by written assent of such shareholders.

Section 2. **Powers of Directors.**

Subject to the right of the shareholders to adopt, amend or repeal Bylaws, as provided in Section 1 of this Article IX, the Board of Directors may adopt, amend or repeal any of these Bylaws other than a Bylaw or amendment thereof changing the authorized number of directors.

Section 3. **Record of Amendments.**

Whenever an amendment or new Bylaw is adopted, it shall be copied in the book of Bylaws with the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE X

INCORPORATION BY REFERENCE

Whenever any reference is made in these Bylaws to any legislative enactment, whether law, statute or ordinance, such enactment shall be deemed incorporated by reference herein.

CERTIFICATE OF ADOPTION OF BYLAWS

BY INCORPORATOR

OF

CAPAIR, INC.

A California Corporation

The undersigned, being the sole incorporator of the above-named corporation, hereby assents to the foregoing Bylaws, and adopts the same as the Bylaws of said corporation as of and on January 10, 1989.

DONALD P. DEAN
Incorporator

CERTIFICATE OF RATIFICATION AND

ADOPTION OF BYLAWS

BY BOARD OF DIRECTORS

OF

CAPAIR, INC.

A California Corporation

THIS IS TO CERTIFY that I am the duly elected, qualified and acting Secretary of the above-named corporation, and that the above and foregoing Bylaws were ratified and adopted as the Bylaws of said corporation at the meeting of the Board of Directors of said corporation held on January 10, 1989.

Kuldip C. Baid

KULDIP C. BAID
Secretary