**ESTATUTOS**

**DE**

**YXZ, INC.**

**ARTÍCULO I**

**ACCIONISTAS**

1. CERTIFICADOS DE ACCIONES. Los certificados de acciones de la corporación deben ser firmados en nombre de la corporación por el presidente o el vicepresidente de la junta directiva, si la hubiera, o por el presidente o vicepresidente de la corporación. En caso de que un funcionario, agente de transferencias o secretario público que haya firmado un certificado o cuya firma en facsímile haya sido colocada en éste haya abandonado su cargo antes de la emisión de tal certificado, el mismo puede ser emitido por la corporación con el mismo efecto que si fuera dicho funcionario, agente de transferencias o secretario público a la fecha de la emisión.

Siempre que la corporación reciba autorización para emitir más de una (1) clase de acciones o más de una (1) serie de cualquier tipo de acciones, y siempre que la corporación emita acciones de su paquete accionario como acciones parcialmente pagadas, los certificados que representen acciones de tal clase o serie o de tales acciones parcialmente pagadas deben exponer las declaraciones dispuestas por la Ley General de Corporaciones. Toda restricción en la transferencia o registro de transferencia de acciones de cualquier clase o serie se anotará de manera conspicua en el certificado de tales acciones.

La corporación puede emitir un nuevo certificado de acciones o acciones no certificadas en lugar de cualquier certificado emitido por la misma y que supuestamente se haya perdido, robado o destruido, y la junta directiva puede exigir que el dueño de tal certificado perdido, robado o destruido o su representante legal suministre a la corporación un bono suficiente para indemnizar a la corporación contra cualquier demanda que se le pueda presentar en virtud de tal supuesta pérdida, robo o destrucción de dicho certificado o la emisión de un nuevo certificado o acciones no certificadas.

**BY-LAWS**

**OF**

**YXZ, INC.**

**ARTICLE I**

**STOCKHOLDERS**

1. CERTIFICATES REPRESENTING STOCK. Certificates representing stock in the corporation shall be signed by, or in the name of, the corporation by the Chairman or Vice-Chairman of the Board of Directors, if any, or by the President or a Vice-President of the corporation. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

Whenever the corporation shall be authorized to issue more than one (1) class of stock or more than one (1) series of any class of stock, and whenever the corporation shall issue any shares of its stock as partly paid stock, the certificates representing shares of any such class or series or of any such partly paid stock shall set forth thereon the statements prescribed by the General Corporation Law. Any restrictions on the transfer or registration of transfer of any shares of stock of any class or series shall be noted conspicuously on the certificate representing such shares.

The corporation may issue a new certificate of stock or uncertified shares in place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, and the Board of Directors may require the owner of the lost, stolen, or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify the corporation against any claim that may be made against it on account of the alleged loss, theft, or destruction of any such certificate or the issuance of any such new certificate or uncertificated shares.

2. UNCERTIFICATED SHARES. Subject to any conditions imposed by the General Corporation Law, the Board of Directors of the corporation may provide by resolution or resolutions that some or all of any or all classes or series of the stock of the Corporation shall be uncertificated shares. Within a reasonable time after the issuance or transfer of any uncertificated shares, the corporation shall send to the registered owner thereof any written notice prescribed by the General Corporation Law.

3. FRACTIONAL SHARE INTEREST. The corporation may, but shall not be required to, issue fractions of a share. If the corporation does not issue fractions of a share, it shall (1) arrange for the disposition of fractional interests by those entitled thereto, (2) pay in cash the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined, or (3) issue scrip or warrants in registered form (either represented by a certificate or uncertificated) or bearer form (represented by a certificate) which shall entitle the holder to receive a full share upon the surrender of such scrip or warrants aggregating a full share. A certificate for a fractional share or any uncertificated fractional share shall, but scrip or warrants shall not unless otherwise provided therein, entitle the holder to exercise voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation. The Board of Directors may cause scrip or warrants to be issued subject to the conditions that they shall become void if not exchanged for certificates representing the full shares or uncertificated full shares before a specified date, or subject to the conditions that the shares for which scrip or warrants are exchangeable may be sold by the corporation and the proceeds thereof distributed to the holders of scrip or warrants, or subject to any other conditions which the Board of Directors may impose.