

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF ICM REGISTRY, INC.
IN LIEU OF THE ORGANIZATIONAL MEETING**

The undersigned, being all of the members of the Board of Directors of **ICM REGISTRY, INC.** (the "Corporation") adopt the following resolutions by written consent:

CERTIFICATE OF INCORPORATION

RESOLVED, that the Certificate of Incorporation of the Corporation, as filed with the Delaware Secretary of State on June 28, 1999, is hereby approved; and

FURTHER RESOLVED, that a duplicate original of the Certificate of Incorporation of the Corporation, certified by the Delaware Secretary of State, shall be inserted as the first document in the Minute Book of the Corporation as part of its permanent records.

BYLAWS

RESOLVED, that the Bylaws in the form set forth in Exhibit "A" attached hereto are hereby adopted as the initial Bylaws of the Corporation, and that the Bylaws are ordered to be filed in the Minute Book immediately following the Certificate of Incorporation.

ELECTION OF OFFICERS

RESOLVED, that the following persons be, and they hereby are, elected to the corporate offices indicated opposite their names, to serve for the term provided in the Bylaws, and until their successor(s) are elected and qualified, or until their earlier death, resignation, or removal from office:

Jason Hendeles President, Treasurer and Secretary

**CORPORATE ACCOUNTS, CREDIT CARDS,
AND CORPORATE BORROWING**

RESOLVED, that President of the Corporation be, and hereby is, at his discretion and without further action by the Board of Directors, authorized and directed:

1. To designate one or more banks to serve as depositories of the funds of the Corporation;
2. To open, maintain, or discontinue accounts of the Corporation with any

bank, brokerage house, trust company and/or other financial institutions;

3. To deposit or cause to be deposited in those banks, brokerage houses, trust companies and/or other financial institutions any of the funds of the Corporation;

4. To designate the person or persons authorized to draw on those accounts;

5. To authorize banks, brokerage houses, trust companies and/or other financial institutions in which the Corporation maintains accounts to accept for deposit in those accounts checks and drafts made payable to the order of the Corporation;

6. To prescribe such rules and conditions pertaining to the accounts as they consider necessary or desirable to protect the interests of the Corporation; and

7. To borrow funds on behalf of this Corporation, upon such terms and conditions as they deem appropriate in their absolute discretion; and

FURTHER RESOLVED, that the Secretary of the Corporation be, and she hereby is, authorized to certify any standard bank, brokerage house, trust company, credit card, loan, or other financial institution resolution necessary to effectuate the foregoing authorizations and to insert copies of those resolutions in the Minute Book of the Corporation as part of its permanent records.

ORGANIZATION EXPENSES

RESOLVED, that the President of the Corporation be, and he hereby is, authorized to pay all organizational fees and expenses of the Corporation and to reimburse any person or persons who have paid such fees and expenses on behalf of the Corporation.

ISSUANCE OF SHARES

RESOLVED, that the President and Secretary of the Corporation be, and they hereby are, authorized to issue certificates for the authorized common stock of the corporation for consideration having a value not less than the par value of the shares issued thereof.

Name	Shares
Chestermere Investments Limited	_____

CORPORATE SEAL

RESOLVED, that the form of corporate seal impressed below is adopted as the seal for the Corporation:

RESIGNATION OF INCORPORATOR

RESOLVED, that the Incorporator has resigned and transferred all interest of any kind whatsoever that he has in the Corporation or the Corporation's shares of common stock to the Corporation.

FISCAL YEAR

RESOLVED, that the fiscal year of the Corporation shall end on December 31st.

APPLICATION FOR EMPLOYER IDENTIFICATION NUMBER

RESOLVED, that the Corporation shall file an Application for Employer Identification Number (Form SS-4) to obtain a Federal Employer Identification Number for the Corporation and the President of the Corporation be, and he hereby is, authorized and directed to evidence such filing by completing and filing Form SS-4 with the Internal Revenue Service.

IMPLEMENTATION OF RESOLUTIONS

RESOLVED, that in addition to, and without limiting the generality of the foregoing, the appropriate officers of the Corporation be, and each of them hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as such officer may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all actions heretofore taken by the officers, directors, incorporator and agents of the Corporation in connection with the subject of the foregoing resolutions be, and each of them hereby is approved, ratified and confirmed in all respects as the act and deed of the Corporation; and

FURTHER RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation be, and each of them hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent or attorney for service of process, and to file such certificates, reports, revocations of appointment or surrenders of authority as may be necessary to terminate the authority of the Corporation to do business in any state, territory, dependency or country;

IN WITNESS WHEREOF, the undersigned directors have executed this consent effective as of the ____ day of September, 2000.

Jason Hendeles

Michael Palage

EXHIBIT "A"
BYLAWS