

**ISSUER INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO RULE 15C2-11**

September 10, 2010

Titan Resources International Corp.

300 International Drive, Suite 100
Williamsville Buffalo, NY
14221
Phone: (716) 626-3035

Cusip No.
888322203

INFORMATION AND DISCLOSURE STATEMENT

September 10, 2010

Titan Resources International Corp. ("Titan Resources International" or the "Company") is responsible for the content of this information statement. To the knowledge of the Company the information is correct and no material circumstances have been omitted. The information contained in this report is in draft format and has not been filed with the Securities and Exchange Commission, the National Association of Securities Dealers, or any other regulatory body.

The Issuer has duly caused this report to be signed on its behalf by the undersigned, duly authorized on this 10th day of September 2010.

/s/Bill Akrivos

Bill Akrivos
President
Titan Resources International Corp.

Titan Resources International Corp.

INFORMATION AND DISCLOSURE STATEMENT

September 10, 2010

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15(c)-211(a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained in this Information and Disclosure Statement corresponds to the sequential format as set forth in the rule.

ITEM I: The exact name of the issuer and its predecessor or, if any:

Titan Resources International Corporation was incorporated in the state of Delaware as Interpak Holdings Inc., on Jan 31, 1990 (Articles and Bylaws attached C)

On July 25, 2005 the company changed its name to Gold Mountain Winery, Inc. (Name change attached D)

On September 15, 2006 the company domesticated into Wyoming. (See attached F)

On October 12, 2006 the company changed its name to Titan Resources International Corporation. (See attached G)

On November 13, 2006 the company filed for dissolution in the state of Delaware. (See attached H)

On June 3, 2010 the company filed a 2000:1 reverse split (See attached I)

ITEM II: The address of its principal executive offices:

300 International Drive Suite 100
Williamsville Buffalo, NY 14221
Phone: 716-626-3035
<http://www.titan-resource.com>

ITEM III: The jurisdiction(s) and date of the issuer's incorporation

The issuer is a Wyoming corporation, incorporated on September 15, 2006

ITEM IV: The exact title and class of security:

Common voting stock, single class
CUSIP: 888322203
Trading Symbol: TNRI

ITEM V: The par of stated value of the security:

\$.00001 – Common voting stock, single class

ITEM VI: The number of shares or total amount of the Securities outstanding as of the issuer's most recent fiscal year:

As of the period ending June 30, 2010, the issuer had the following:

- i) Authorized Shares: unlimited
 - Unlimited Common Shares
 - Unlimited Preferred Shares
- (ii) Shares Outstanding: 27,919,164
 - 23,926,750 Restricted Common Shares
- (iii) Freely tradable issued common shares: 3,992,414
- (iv) Total number of beneficial shareholders: 27
- (v) Total number of shareholders of record: N/A

Effective June 29th 2010, 2000:1 reverse spilt

ITEM VII: The name and address of the transfer agent:

Global Sentry Equity Transfer Inc.
92 Lakeshore Road East Suite 227
Mississauga, Ontario L5G 4S2
(905) 891-1515
www.gsetransfer.com

The transfer agent is registered under the Exchange Act. The regulatory authority of the transfer agent is the SEC.

ITEM VIII:**The nature of the issuers business:****A.****Business Development**

The Issuer was incorporated in the State of Delaware on January 31, 1990, under the name Interpak Holdings Inc.. On July 25, 2005 the company changed its name to Gold Mountain Winery Inc.. On September 15, 2006 the company redomiciled to the state of Wyoming. On October 12, 2006 the company changed its name to Titan Resources International Corporation. On November 13, 2006 the company filed for dissolution in the state of Delaware.

The company's fiscal year end is Dec.31.

Neither Titan Resources International Corp. nor its predecessor has ever been in bankruptcy, receivership or any similar proceedings. Neither Titan Resources International Corp. nor its predecessor has ever been in any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

Neither Titan Resources International Corp. nor its predecessor has ever had any reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

The Company is not and has never been involved in any litigation of any nature, and the Company is not aware of any pending or threatened litigation.

Control of the company changed on August 25, 2010 when Bill Akrivos was appointed as the Company's new President, Secretary, Treasurer, and Director from Rowensie Felicilda. On this date, all of her Restricted Common shares were retired to treasury. Also on this day, 25,000,000 restricted common shares were issued to Bill Akrivos. Rowensie still remains a Director of the the Company.

The issuer's securities have never been delisted by any securities exchange or NASDAQ. There are no current, past, pending or threatened legal procedures or administrative actions that could have a material effect on the issuer's business.

B. Business of Issuer

1. The issuers primary and secondary SIC codes:

The issuer's primary SIC code is 1000.

2. If the issuer has never conducted operations, is it in the developmental stage or currently conducting operations:

The issuer is currently conducting operations.

3. If the issuer is considered a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933;

The issuer is not now nor has ever been considered a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933

4. State the names of any parent, subsidiary, or affiliate of the issuer, and describe its business purpose, its method of operations, its ownership and whether it is included in the financial statements attached to its disclosure statement:

None

5. The effect of existing or probable governmental regulations on the business:

The issuer is not subject to any current or probable US governmental regulations until such time as it acquires mining properties within the US. The issuer is subject to compliance with the Mining Act of Ontario, Canada, related to the acquisition, maintenance, and development of its mining properties within the province of Ontario.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers:

N/A

7. Costs and effects of compliance with environmental laws (federal, state and local):

The issuer is not currently subject to compliance with any federal, state or local environmental laws within the United States.

8. Number of total employees and the number of full time employees:

The issuer currently has two employees, with work for hire contractors.

9. For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer's business is required.

Titan Resources International Corp. is a junior resource exploration dedicated to the acquisition, exploration and development of small to medium size precious metals properties of exceptional merit in North America. (See attached additional Mining Disclosure)

ITEM IX: The nature of the products or services offered:

1. Principal products or services and their markets:

The Company's business plan is designed to leverage our mining properties and mineral claims into near-term revenue streams even during the earliest stages of exploration and development. This is accomplished by entering into sales, joint-venture, and/or option contracts with other mining companies, for which the Company generates revenue through payments in cash, stock, and other consideration. The Company also plans on generating revenue through mining once commercial operations begin on any of its properties.

2. Distribution methods of the products or services:

N/A

3. Status of any publicly announced new product or service:

On September 23, 2008, the company signed an LOI with a private Ontario exploration company, to earn and undivided 50% interest in a group of mining claims known as the "Norgold" property, located just outside of the town of Dryden, in North western Ontario. The agreement is in its second year, as Titan is participating to fulfill their obligations going forward.

4. Competitive business conditions, the issuer's competitive position in the industry and methods of competition:

N/A

4. Rowensie Felicilda nor Bill Akrivos have **not** subject to the entry of any order by self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such persons; involvement in any type of business or securities activities.

C. Disclosure of Family Relationships.

There are no family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer ' s equity securities.

D. Disclosure of Related Party Transactions.

None.

E. Disclosure of Conflicts of Interest.

None.

ITEM XII: The issuer's most recent balance sheet and profit and loss and Retained Earnings Statements:

See financial statements attached for 2007, 2008 ending June 30, 2010.

ITEM XIII: Similar Financial Information for the prior two (2) fiscal years of issuer's existence:

See financial statements attached for 2007, 2008, ending June 30, 2010.

ITEM XIV: Beneficial Owners

Bill Akrivos:
300 International Drive Suite 100
Williamsville Buffalo, NY 14221 U.S.A.

25,000,000 restricted common shares.

ITEM XIV: The name of any outside providers that advise the issuer on matters relating to the operations, business development and disclosure.

The information should include the advisor(s) name, address, telephone, and email address.

1. Investment Banker:

None.

2. Promoters:

None.

3. Counsel:

Thomas E. Boccieri, ESQ
561 Schaefer Avenue
Oradell, NJ 07649

4. Accountant or Auditor:

Statements prepared by Legion Group LLP

5. Public Relations Consultant:

The Company does not currently have an outside public relations consultant and handles all public relations activities internally.

6. Investor Relations Consultant:

Corporate Relations Group

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation

N/A

ITEM XVI: Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation

The Company's business plan is based on the Generative Business Model, which is designed to generate a steady stream of revenue well before any property is ever developed into a commercial mining operation.

A traditional mining company is often a virtual money pit, where a never-ending flow of capital disappears into the ground and only rarely comes out the other end as a profitable commercial mining operation.

A more modern approach is to extract profits from a property during its early exploration stages rather than wait 10 or 20 years to see if a mine can ever be opened. Indeed, contrary to popular belief, the greatest profits on a percentage ROI basis from ownership of a mining property can occur not from opening a mine, but from the early exploration stages. This approach is called the Generative Business Model, and is the focal point of the Company's business plan.

The Generative Business Model comprises the following steps:

1. Targeting and acquiring properties with good historical assays.
2. Identifying potential partners for the development of each of the Company's properties and entering into joint-venture or option agreements.
3. The partner or acquiring company also must commit to a specific work program over a period of several years to develop the property.
4. These work programs enable the Company to maintain our properties for little or no cost, as the annual maintenance fees due to the government are offset by the amount of money spent on property exploration and development paid for by our partners. Any surplus of expenditures beyond what is due to maintain the properties can then be applied as "portable assessment credits " towards the maintenance of other Company properties that are not yet producing revenue but which have good prospects of doing so in the future.

The business model generates cash on a relatively small amount of investment capital. It also provides our shareholders with multiple opportunities to profit from discoveries, preserves our capital, and minimizes the risk involved in exploration and development by essentially outsourcing the risk to other entities.

i. How long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

The Company expects that revenue from JV agreements will not be sufficient to sustain operations, and that it will need raise additional funds in the next twelve months.

ii. Summary of any product research and development that the issuer will perform for the term of the plan;

N/A

iii. Any expected purchase or sale of plant and significant equipment; and

No

iv. Any expected significant changes in the number of employees

No

C. Off-Balance Sheet Arrangements

N/A

ITEM XVII List of securities offerings and shares issued since inception

In 2008, the Company issued an aggregate of 335,858,585 shares of common stock via 504 funding.

In 2009, the Company issued an aggregate of 1,544,444,444 shares of common stock via 504 funding.

Ending June 30th, 2010, the company issued an aggregate 5,625,000,000 shares of common stock via 504 funding.

ITEM XVIII: Material Contracts.

None.

ITEM XIX Articles of Incorporation and Bylaws.

Company's Articles of Incorporation and Bylaws are attached C.

ITEM XX Purchases of Equity Securities by Issuer and Affiliated Purchasers

None.

ITEM XXI Issuer's Certifications.

I, Rowensie Felicilda, certify that:

1. I have reviewed this disclosure statement of Titan Resources International Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of and for, the periods presented in this disclosure statement.

Dated, this 10 day of September, 2010

/s/ Rowensie Felicilda

Rowensie Felicilda
Director

I, Bill Akrivos, certify that:

1. I have reviewed this disclosure statement of Titan Resources International Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of and for, the periods presented in this disclosure statement.

Dated, this 10 day of September, 2010

/s/ Bill Akrivos

Bill Akrivos
President, Secretary, Treasurer, Director

FILED

JAN 31 1990

750031002
CERTIFICATE OF INCORPORATION

OF

INTERPAK HOLDINGS, INC.

[Signature]
SECRETARY OF STATE

GA

22207-65

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "Delaware General Corporation Law"), hereby certifies that:

FIRST: The name of the corporation (hereinafter sometimes called the "Corporation") is Interpak Holdings, Inc.

SECOND: The address, including street, number, city and county of the registered office of the Corporation in the State of Delaware is 32 Lookerman Square, Suite L-100, Dover, Delaware 19901 County of Kent; and the name of the registered agent of the Corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The nature of the business and of the purposes to be conducted and promoted by the Corporation shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is twelve million (12,000,000) shares, consisting of ten million (10,000,000) shares of common stock, each at \$.01 par value, and two million (2,000,000) shares of preferred stock, each at \$.01 par value.

FIFTH: The preferred stock may be issued from time to time in one or more series and the Board of Directors is hereby expressly granted and vested with the authority to issue from time to time the preferred stock in one or more series, and to fix and determine the voting powers, designate preferences, dividends, rights, qualifications, liquidation preference and other terms of the preferred stock pursuant to and in accordance with Section 151 of the Delaware General Corporation Law.

SIXTH: No holder of any of the shares of the stock of the Corporation, whether now or hereafter authorized and issued, shall be entitled as of right to purchase or subscribe for (1) any unissued stock of any class, or (2) any additional shares of any class to be issued by reason of any increase in the authorized capital stock of the Corporation of any class, or (3) bonds,

certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporation or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

SEVENTH: The name and the mailing address of the incorporator is as follows:

Steven Wolosky
505 Park Avenue
New York, New York 10022

EIGHTH: The Corporation is to have perpetual existence.

NINTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of the Corporation, as the case may be to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

TENTH: The number of Directors of the Corporation shall be fixed by and may from time to time be altered as provided in the by-laws, but shall not be less than three.

ELEVENTH: Pursuant to Section 203(b)(1) of the Delaware General Corporation Law, the Corporation elects not to be governed by the provisions of Section 203 of the Delaware General Corporation Law and as the same may hereafter be amended or supplemented.

TWELFTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.
2. The power to make, alter, or repeal the By-Laws, and to adopt any new By-Law shall be vested in the Board of Directors.
3. Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the Certificate of Incorporation shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders, except as the provisions of Section 222 of the General Corporation Law shall otherwise require.

THIRTEENTH: (a) The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of §102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

FOURTEENTH: The Corporation shall, to the fullest extent permitted by §145 of the Delaware General Corporation Law as the same may hereafter be amended or supplemented, indemnify

any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Section; and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

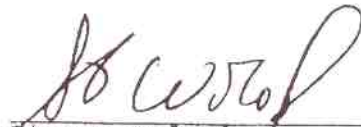
FIFTEENTH: The Corporation shall have power to create and issue, whether or not in connection with the issuance and sale of any shares of stock or other securities of the Corporation, rights or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, such rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors, which instrument or instruments may contain such provisions against dilution of the stock deliverable against said rights or options as may, in the judgment of the Board of Directors, be deemed expedient or necessary, and may contain the provision that if the Corporation shall offer to its stockholders of any class or series as a class, rights to subscribe for shares of stock or other securities, it shall offer to the holders of such rights or options the right to subscribe for such stock or other securities on the terms and to the extent on and to which the holders of such rights or options would be entitled to subscribe were they the holders of record of the number of shares of stock then deliverable against such rights or options. The terms upon which the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which any such shares may be purchased from the Corporation upon the exercise of any such right or option, shall be such as shall be fixed and stated in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights or options. The Corporation shall reserve and have at all times available a sufficient number of its shares of stock or securities or assets to satisfy the rights and privileges contained in all its outstanding rights or options for the purchase of stock or other securities.

SIXTEENTH: Insofar as the same is not contrary to the laws of the State of Delaware, no contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors of this Corporation individually or jointly, may be a party or parties to,

or may be interested in, any contract or transaction of this Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors of the Corporation is a party or are parties to, or interested in such contract, act or transaction, or is, or are, in any way connected with such person or persons, firm, association or corporation, if such fact is known to the Board of Directors of the Corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself, or any firm, association or corporation in which he may be in anywise interested.

SEVENTEENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article SEVENTEENTH.

Executed at New York, New York
January 26, 1990



Steven Wolosky
Incorporator
505 Park Avenue
New York, New York 10022

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "INTERPAK HOLDINGS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 1990, AT 9 O'CLOCK A.M.



2220765 8100

060770933

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5025638

DATE: 09-07-06

AMENDED AND RESTATED BYLAWS
OF
GOLD MOUNTAIN WINERY, INC.

(Adopted July 31, 2005)

ARTICLE 1: Identification, Records, Seal and Fiscal Year

Section 1.01. Name. The name of the Corporation is Gold Mountain Winery, Inc. (the "Corporation").

Section 1.02. Place of Keeping Corporate Books and Records. The Corporation shall keep and maintain at its principal office, or at such other place or places within or without the State of Delaware as may be provided, from time to time, by the Board of Directors of the Corporation (the "Board"), a copy of (a) its Certificate of Incorporation and all amendments thereto currently in effect (the "Certificate"); (b) its Bylaws and all amendments thereto currently in effect (the "Bylaws") (c) minutes of all meetings of the Board and of each committee, and records of all actions taken by the Board and by each committee without a meeting; (d) minutes of all meetings of the stockholders of the Corporation (the "Stockholders") and records of all actions taken by the Stockholders without a meeting; (e) a record of the Stockholders in a form that permits preparation of a list of the names and addresses of all the Stockholders, in alphabetical order by class of shares, stating the number and class of shares held by each Stockholder; and (f) accounting books and other records of its business or properties as may be necessary or advisable. All of the records of the Corporation described in this Section shall be maintained in written form or in another form capable of conversion into written form within a reasonable time.

Section 1.03. Seal. The Board may designate the design and cause the Corporation to obtain and use a corporate seal, but the failure of the Board to designate a seal or the absence of the impression of the corporate seal from any document does not affect in any way the validity or effect of such document.

Section 1.04. Fiscal Year. The fiscal year of the Corporation shall end at such time as the Board shall determine. In the event the Board shall not make such a determination, the fiscal year of the Corporation shall be the fiscal year adopted in the first federal income tax return of the Corporation.

ARTICLE 2: Shares

Section 2.01. Certificates for Shares. Each holder of the shares of the Corporation shall be entitled to a certificate in such form as the Board may prescribe from time to time. However, unless the Certificate provides otherwise, the Board may authorize the issue of some or all of the shares of any or all of the Corporation's classes

or series without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the Stockholder a written statement of the information required on certificates by the General Corporation Law of the State of Delaware, as amended from time to time (the "Act"), and the information required by the Delaware Uniform Commercial Code, as in effect from time to time. A holder of such shares may request that a certificate be provided to him by giving notice to the Secretary of the Corporation. The certificate shall be provided in the form prescribed by the Board.

Section 2.02. Transfer of Shares. The shares of the Corporation shall be transferable only on the books of the Corporation upon delivery to the Corporation of the certificate(s) representing the same or, in the case of shares without certificates, an instrument of assignment in respect of the shares being transferred, in form and substance satisfactory to the Corporation, properly endorsed by the registered holder or by his duly authorized attorney, such endorsement or endorsements to be witnessed by one witness or guaranteed by a bank or registered securities broker or dealer. The requirement for such witnessing may be waived in writing upon the form of endorsement by the President of the Corporation. Within a reasonable time after the transfer of shares without certificates, the Corporation shall send the Stockholder a written statement of the information required by **Section 2.01** of these Bylaws.

Section 2.03. Lost, Stolen or Destroyed Certificates. The Corporation may issue a new certificate for shares in the place of any certificate theretofore issued and alleged to have been lost, stolen or destroyed, but the Board may require the owner of such lost, stolen or destroyed certificate, or his legal representative, to furnish an affidavit as to such loss, theft or destruction and to give a bond in such form and substance, and with such surety or sureties, with fixed or open penalty, as it may direct to indemnify the Corporation against any claim that may be made on account of the alleged loss, theft or destruction of such certificate or the issuance of a new certificate or uncertificated share. A new certificate may be issued without requiring any bond when, in the judgment of the Board, it is not imprudent to do so.

Section 2.04. Issue and Consideration for Shares. The Board may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including, but not limited to, cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. The adequacy of the consideration is to be determined by the Board, and that determination is conclusive insofar as the adequacy of the shares relates to whether the shares are validly issued, fully paid, and nonassessable. Once the Corporation receives the consideration for which the Board authorized the issuance of the shares, the shares are fully paid and nonassessable.

ARTICLE 3: Meetings of Stockholders

Section 3.01. Place of Meetings. All meetings of Stockholders shall be held at the principal office of the Corporation or at such other place, within or without the State of Delaware, as may be specified in the respective notices or waivers of notice thereof.

Section 3.02. Annual Meeting. Unless otherwise determined by the Board, the annual meeting of the Stockholders for the election of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held on such date and at such time as shall be designated by the Board and stated in the notice of the meeting. Failure to hold the Annual Meeting at the designated time does not affect the validity of any corporate action.

Section 3.03. Special Meetings. Special meetings, for any purpose or purposes (unless otherwise prescribed by law), may be called by the Board or the President, and shall be called by the President or any Vice President at (a) the request in writing of a majority of the Board, or (b) the written demand, delivered to the Secretary, of Stockholders holding of record more than 50% of the voting power of all the shares of the Corporation issued and outstanding and entitled by the Certificate to vote on the business proposed to be transacted thereat. All requests or demands for special meetings shall state the purpose or purposes thereof, and the business transacted at such meeting shall be confined to the purposes stated in the call and matters germane thereto.

Section 3.04. Record Date. The Board may fix a record date, not more than sixty (60) days nor less than ten (10) days prior to the date of any meeting of the Stockholders, for the purpose of determining the Stockholders entitled to notice of and to vote at such meeting. A new record date may be fixed by the Board if the meeting of Stockholders is adjourned.

Section 3.05. Notice of Meetings. A written or printed notice, stating the place, day and hour of meeting, and, in the case of a special meeting or when otherwise required by any provision of the Act, the Certificate or these Bylaws, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the President, a Vice President or the Secretary or by the persons calling the meeting to each Stockholder at the time entitled to vote, at such address as appears on the records of the Corporation, at least ten (10) and not more than sixty (60) days before the date of the meeting. Notice of any special meeting called at the written demand of Stockholders shall be delivered or mailed within sixty (60) days of the Secretary's receipt of such demand. Each Stockholder who has in the manner provided in **Section 3.06** of these Bylaws waived notice of a Stockholders' meeting, or who personally attends a Stockholders' meeting, or is represented thereat by a proxy duly authorized to appear by an instrument of proxy complying with the requirements hereinafter set forth, shall be conclusively presumed to have been given due notice of such meeting.

Section 3.06. Waiver of Notice. Notice of any annual or special meeting may be waived in writing by any Stockholder, before or after the date and time of the meeting specified in the notice thereof, by a written waiver delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Stockholder's attendance at any meeting in person or by proxy shall constitute a waiver of (a) notice of such meeting, unless the Stockholder at the beginning of the meeting objects to the holding of or the transaction of business at the meeting and (b) consideration at such meeting of any business that is not within the purpose or purposes described in the meeting notice, unless the Stockholder objects to considering the matter when it is presented.

Section 3.07. Proxies. A Stockholder entitled to vote at any meeting may vote either in person or by proxy executed in writing by the Stockholder or a duly authorized agent of such Stockholder. For purposes of this Section, a proxy granted by telegram, telex, telecopy or other record transmitted electronically for or by a Stockholder shall be deemed as executed in writing by the Stockholder. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the General Corporation Law of the State of Delaware.

Section 3.08. Quorum. At any meeting of Stockholders, the holders of a majority of the voting power of the Corporation, which includes the voting power that is present in person or by proxy, regardless of whether the proxy has authority to vote on all matters, constitutes a quorum for the transaction of business except as otherwise provided by statute or the Certificate. In case a quorum shall not be present at a meeting, the holders of record of a majority of the voting power so present in person or by proxy may adjourn the meeting from time to time, without notice, other than announcement at the meeting, unless a new record date is set by the Board, in which case notice of the adjourned meeting shall be given. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally scheduled.

In all matters other than the election of directors, if a quorum is present, the vote of the holders of shares constituting a majority of the voting power present in person or represented by proxy (and authorized to vote on such matters) shall be the act of the Stockholders, unless the vote of a greater number is required by the Bylaws, the Certificate or the Act. If a quorum is present, directors shall be elected by a plurality of the votes cast at the election.

Section 3.09. Stockholder List. The Secretary shall prepare before each meeting of Stockholders a complete list of the Stockholders entitled to notice of the meeting, arranged in alphabetical order by class of shares (and each series within a class), and showing the address of, and the number of shares entitled to vote held by, each stockholder (the "**Stockholder List**"). Beginning five business days before the meeting and continuing throughout the meeting, the Stockholder List shall be on file at the principal office or at a place identified in the meeting notice as the city where the meeting will be held and shall be available for inspection by any Stockholder entitled to vote at the meeting. On written demand, made in good faith and for a proper purpose and

describing with reasonable particularity the Stockholder's purpose, the Stockholder (or such Stockholder's agent or attorney authorized in writing) shall be entitled to inspect and to copy the Stockholder List, during regular business hours and at the Stockholder's expense, during the period the Stockholder List is available for inspection. The original stock register or transfer book, or a duplicate thereof, shall be the only evidence as to who are the Stockholders entitled to examine the Stockholder List, or to notice of or to vote at any meeting.

Section 3.10. Meeting by Telephone, etc. Any or all of the Stockholders may participate in a meeting by or through the use of any means of communication by which all Stockholders participating may simultaneously hear each other during the meeting. A Stockholder participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.11. Action by Consent. Any action required to be taken at any annual or special meeting of Stockholders of the Corporation or any action which may be taken at any annual or special meeting of such Stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing setting forth the action so taken, shall be signed by the holders of outstanding stock 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 and shall be delivered to the Corporation by delivery to its registered office, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified registered mail, return receipt requested.

Every written consent shall bear the date of signature of each Stockholder who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within 50 days of the earliest dated consent delivered in the manner required by this Section to the Corporation, written consents signed by a sufficient number of holders to take action are delivered to the Corporation by delivery to its registered office, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Stockholders are recorded. Delivery made to the Corporation's registered office shall be made by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to the Stockholders who have not consented in writing.

ARTICLE 4: Board of Directors

Section 4.01. Duties and Number. The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors who shall constitute the Board shall equal not less than 1 nor more than 10, as the Board may determine by resolution from time to time.

Section 4.02. Election, Term of Office and Qualification. Directors shall be elected at each annual meeting by the Stockholders entitled by the Certificate to elect Directors. Directors shall be elected for a term of one year and shall hold office until their respective successors are elected and qualified. Directors need not be residents of the State of Delaware or Stockholders of the Corporation. No decrease in the number of Directors at any time provided for by these Bylaws shall have the effect of shortening the term of any incumbent Director.

Section 4.03. Powers of Directors. The Board shall exercise all of the powers of the Corporation, subject to the restrictions imposed by law, the Certificate, or these Bylaws.

Section 4.04. Use of Common and Preferred Stock Without Shareholder Approval. The Board of Directors may, by resolution or resolutions, use authorized but unissued shares of Common Stock and Preferred Stock, without shareholder approval, in order to acquire businesses, to obtain additional financing or for other corporate purposes. Purchases of Convertible Preferred Stock shall be treated in all respects as equivalent to purchases of Common Stock, such that, upon acquisition, the requisite holding period for Rule 144 purposes shall begin when the Convertible Preferred Stock is acquired, and not when it is converted from Preferred to Common Stock. Accordingly, if Preferred Stock has been held for longer than two years and the holder is not an affiliate, he shall be eligible for the safe harbor afforded by Rule 144 immediately upon conversion from Preferred to Common, as tacking shall be explicitly permitted between the Preferred Stock Certificate and its equivalent Common Stock Certificate (or Certificates).

Section 4.05. Special Powers. The Board of Directors shall have the right to re-incorporate the corporation, to declare forward splits or reverse splits of the stock of the corporation, increase or decrease the number of Common and/or Preferred shares authorized to be issued and outstanding, or otherwise act on matters concerning the corporate status and capital structure of the corporation, without shareholder approval.

Section 4.06. Annual Meeting. Unless otherwise determined by the President or the Board, the Board shall meet each year immediately after the annual meeting of the Stockholders, at the place where such meeting of the Stockholders has been held, for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent duly constituted meeting of the Board.

Section 4.07. Regular Board Meetings. Regular meetings of the Board may be held at stated times or from time to time, and at such place, either within or without the State of Delaware, as the Board may determine, without call and without notice.

Section 4.08. Special Board Meetings. Special meetings of the Board may be called at any time or from time to time, and shall be called on the written request of a majority of the Directors then in office or the President, by causing the Secretary or any Assistant Secretary to give each Director, either personally or by mail, telephone, telegraph, teletype or other form of electronic communication at least two days' notice of the date, time and place of such meeting. Special meetings shall be held at the principal office or at such other place, within or without the State of Delaware, as shall be specified in the respective notices or waivers of notice thereof. A Director may waive notice of any special meeting of the Board before or after the date and time stated in the notice by a written waiver signed by the Director and filed with the minutes or corporate records. A Director's attendance at or participation in a special meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.09. Meeting by Telephone, etc. Any or all of the members of the Board or of any committee designated by the Board may participate in a meeting of the Board or the committee, or conduct a meeting through the use of any means of communication by which all persons participating may simultaneously hear each other during the meeting, and participation in a meeting using these means constitutes presence in person at the meeting.

Section 4.10. Quorum. At all meetings of the Board, a majority of the number of Directors then in office shall be necessary to constitute a quorum for the transaction of any business, except (a) that for the purpose of filling of vacancies of the Board, a majority of Directors then in office shall constitute a quorum, and (b) that a lesser number may adjourn the meeting from time to time until a quorum is present. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Certificate or these Bylaws.

Section 4.11. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if the action is taken by all members of the Board or of such committee. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each member of the Board or of the committee, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last member of the Board or of the committee signs a written consent, unless the consent specifies a different prior or subsequent effective date.

Section 4.12. Resignations. Any Director may resign at any time by delivering written notice to the Board, its Chairman, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date. If the resignation specifies a later effective date, the Board may fill the pending vacancy before the effective date, but the new Director may not take office until the vacancy occurs.

Section 4.13. Removal. Any Director with or without cause, at any meeting of the Stockholders may be removed from office by the vote of stockholders representing not less than two-thirds of the voting power of the issued and outstanding stock entitled to vote.

Section 4.14. Vacancies. Any vacancy occurring in the Board, including a vacancy resulting from an increase in the number of Directors, may be filled by the Board by the affirmative vote of a majority of all the Directors remaining in office. Each Director so chosen shall hold office until the expiration of the term of the Director, if any, whom he has been chosen to succeed, or, if none, until the expiration of the term designated by the Board for the directorship to which he has been elected, or until his earlier removal, resignation, death, or other incapacity.

Section 4.15. Compensation of Directors. The Board is empowered and authorized to fix and determine the compensation of Directors for attendance at meetings of the Board and additional compensation for such additional services any of such Directors may perform for the Corporation.

ARTICLE 5: Committees of the Board of Directors

Section 5.01. Creation of Committees. The Board may create one (1) or more committees and appoint members of the Board to serve on them. Each committee may have one (1) or more members, who serve at the pleasure of the Board. The creation of the committee and appointment of members to it must be approved by the greater of: (a) a majority of all the Directors in office when the action is taken; or (b) the number of Directors required by the Certificate or these Bylaws to take action under the Act.

Section 5.02. Powers of the Committees. To the extent specified by the Board, each committee may exercise the authority of the Board. A committee may not, however (a) authorize distributions, except a committee (or an executive officer of the Corporation designated by the Board) may authorize or approve a reacquisition of shares or other distribution if done according to a formula or method, or within a range, prescribed by the Board; (b) approve or propose to Stockholders action that the Act requires to be approved by Stockholders; (c) fill vacancies on the Board or on any of its committees; (d) except to the extent permitted by subsection (g) of this **Section 5.02**, amend the Certificate; (e) adopt, amend, or repeal these Bylaws; (f) approve a plan of merger not requiring Stockholder approval; or (g) authorize or approve the issuance or sale or a contract for sale of shares, or determine the designation and relative rights, preferences,

and limitations of a class or series of shares, except the Board may authorize a committee (or an executive officer designated by the Board) to take the action described in this subsection (g) within limits prescribed by the Board.

Section 5.03. Meetings: Procedure; Quorum. Sections 4.07 through 4.11 of these Bylaws dealing with meetings, action without a meeting, notice and waiver of notice, and quorum and voting requirements of the Board apply to the committees and their members as well.

ARTICLE 6: Officers

Section 6.01. Number. The officers of the Corporation shall consist of the President, one (1) or more Vice-Presidents (if any), the Secretary, the Treasurer, and such other officers as may be chosen by the Board at such time and in such manner and for such terms as the Board may prescribe. Any two (2) or more offices may be held by the same person.

Section 6.02. Election and Term of Office. The officers shall be chosen by the Board or by an officer duly elected or appointed and duly authorized by the Board. Each officer shall hold office until his successor is chosen and qualified, until his death, until he shall have resigned, or shall have been removed pursuant to **Section 6.04** of the Bylaws.

Section 6.03. Resignations. Any officer may resign at any time by delivering written notice to the Board, its Chairman, the President, or the Secretary. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 6.04. Removal. Any officer may be removed either with or without cause, at any time, by the vote of a majority of the actual number of Directors elected and qualified from time to time, or by the officer who appointed that officer.

Section 6.05. Vacancies. Whenever any vacancy shall occur in any office, the same shall be filled by the Board or by an officer duly appointed by the Board, and the officer so chosen shall hold office during the remainder of the term for which his predecessor was chosen or as otherwise provided herein.

Section 6.06. President. Subject to the general control of the Board, the President shall manage and supervise all the affairs and personnel of the Corporation and shall discharge all the usual functions of the chief executive officer of a corporation. He shall preside at all meetings of Stockholders and Directors, discharge all the duties which devolve upon a presiding officer, and shall exercise and perform such other powers and

duties as these Bylaws or the Board may prescribe. The President shall have full authority to execute proxies in behalf of the Corporation, to vote stock owned by it in any other Corporation, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships, or individuals the agent of the Corporation, all subject to the provisions of the Act, the Certificate and these Bylaws.

Section 6.07. Vice-Presidents. Vice Presidents, in the order designated by the President or the Board, shall exercise and perform all powers of, and perform duties incumbent upon, the President during his absence or disability and shall exercise and perform such other powers and duties as these Bylaws, the Board or the President may prescribe.

Section 6.08. Secretary. The Secretary shall attend all meetings of the Stockholders and of the Board, and shall keep or cause to be kept in a book provided for the purpose a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all committees created by the Board. He shall authenticate the records of the Corporation when necessary and shall exercise and perform such other powers and duties as these Bylaws, the Board, or the President may prescribe. He shall give all notices of the Corporation and, in case of his absence, negligence, or refusal so to do, any notice may be given by a person so directed by the President or by the requisite number of Directors or Stockholders upon whose request the meeting is called as provided by these Bylaws.

Section 6.09. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. He shall be the legal custodian of all moneys, notes, securities and other valuables that may from time to time come into the possession of the Corporation. He shall immediately deposit all funds of the Corporation coming into his hands in some reliable bank or other depository to be designated by the Board, and shall keep such bank account in the name of the Corporation. He shall furnish at meetings of the Board, or whenever requested thereby, a statement of the financial condition of the Corporation, and shall exercise and perform such other powers and duties as these Bylaws, the Board, or the President may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board.

Section 6.10. Assistant Officers. The Board or an officer duly appointed by the Board may from time to time designate Assistant Officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as these Bylaws, the Board, or the President may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

Section 6.11. Delegation of Authority. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director, for the time being.

**ARTICLE 7: Negotiable Instruments, Deeds, Contracts, Stock and
Limitation of Liability**

Section 7.01. Execution of Negotiable Instruments. All checks, drafts, bills of exchange and orders for the payment of money by the Corporation shall, unless otherwise directed by the Board, or unless otherwise required by law, be signed by any two of the following officers: the President, any Vice-President, the Secretary or the Treasurer. The Board may, however, authorize any one or more of such officers to sign checks, drafts, bills of exchange and orders for the payment of money by the Corporation singly and without necessity of countersignature and the Board may designate any other employee or employees of the Corporation, who may, in the name of the Corporation, execute checks, drafts, bills of exchange and orders for the payment of money by the Corporation or in its behalf.

Section 7.02. Execution of Deeds, Contracts, Etc. All deeds, notes, bonds and mortgages made by the Corporation and all other written contracts and agreements, other than those executed in the ordinary course of corporate business, to which the Corporation shall be a party shall be executed in its name by the President, a Vice-President or by any other officer so authorized by the Board, acting by resolution, and the Secretary, when necessary or required, shall attest the execution thereof.

Section 7.03. Ordinary Contracts and Agreements. All written contracts and agreements into which the Corporation enters in the ordinary course of business operations shall be executed by any officer or by any other employee of the Corporation designated by the President to execute such contracts and agreements.

Section 7.04. Endorsement of Certificates for Shares. Unless otherwise directed by the Board, any share or shares issued by any corporation and owned by the Corporation (including reacquired shares of the Corporation) may, for sale or transfer, be endorsed in the name of the Corporation by the President or a Vice-President and the Secretary, when necessary or required, shall attest such endorsement.

Section 7.05. Voting of Shares Owned by Corporation. Unless otherwise directed by the Board, any share or shares issued by any other corporation and owned or controlled by the Corporation may be voted at any stockholders' meeting of such other corporation by the President of the Corporation, or in his absence by a Vice-President of the Corporation. Whenever, in the judgment of the President, it is desirable for the Corporation to execute a proxy or give a stockholder's consent in respect to any share or shares issued by any other corporation and owned by the Corporation, such proxy or consent shall be executed in the name of the Corporation by the President or a Vice-President of the Corporation. Any person or persons designated in the manner above stated as the proxy or proxies of the Corporation shall have full right, power and authority to vote the share or shares issued by such other corporation and owned by the Corporation in the same manner as such share or shares might be voted by the Corporation.

Section 7.06. Limitation of Liability. Except as otherwise provided in the General Corporation Law of the State of Delaware, a director or officer of the Corporation shall not be liable to the Corporation or its stockholders or creditors for any damages as a result of such director's or officer's failure to act in his capacity as a director or officer unless it is proven that (1) his act or failure to act constituted a breach of his fiduciary duties as a director or officer and (2) his breach of those duties involved intentional misconduct, fraud or a knowing violation of law.

ARTICLE 8: Indemnification

Section 8.01. Definitions. In the Article:

(a) "**Indemnitee**" means (i) any present or former Director, advisory director or officer of the Corporation, (ii) any person who while serving in any of the capacities referred to in clause (i) hereof served at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and (iii) any person nominated or designated by (or pursuant to authority granted by) the Board or any committee thereof to serve in any of the capacities referred to in clauses (i) or (ii) hereof.

(b) "**Official Capacity**" means (i) when used with respect to a Director, the office of Director of the Corporation, and (ii) when used with respect to a person other than a Director, the elective or appointive office of the Corporation held by such person or the employment or agency relationship undertaken by such person on behalf of the Corporation, but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

(c) "**Proceeding**" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

Section 8.02. Indemnification. The Corporation shall indemnify every Indemnitee against all judgments, penalties (including excise and similar taxes), fines, amounts paid in settlement and reasonable expenses actually incurred by the Indemnitee in connection with any Proceeding in which he was, is or is threatened to be named defendant or respondent, or in which he was or is a witness without being named a defendant or respondent, by reason, in whole or in part, of his serving or having served, or having been nominated or designated to serve, in any of the capacities referred to in **Section 8.01**, unless it is determined in accordance with **Section 8.04** that (a) the Indemnitee acted or failed to act in a manner that constituted a breach of his fiduciary duties in his Official Capacity and (b) such breach of those duties involved intentional misconduct, fraud or a knowing violation of law. No indemnification shall be made

under this **Section 8.02** in respect of any Proceeding in which such Indemnitee shall have been found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the Indemnitee's Official Capacity, or found liable to the Corporation or for amounts paid in settlement to the Corporation. The termination of any Proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent, is not of itself determinative that the Indemnitee met the requirements set forth in clauses (a) or (b) in the first sentence of this **Section 8.02**. An Indemnitee shall be deemed to have been found liable in respect of any claim, issue or matter only after the Indemnitee shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom. Reasonable expenses shall, include, without limitation, all court costs and all fees and disbursements of attorneys for the Indemnitee.

Section 8.03. Successful Defense. Without limitation of **Section 8.02** and in addition to the indemnification provided for in **Section 8.02**, the Corporation shall indemnify every Indemnitee against reasonable expenses incurred by such person in connection with any Proceeding in which he is a witness or a named defendant or respondent because he served in any of the capacities referred to in **Section 8.01**, if such person has been wholly successful, on the merits or otherwise, in defense of the Proceeding.

Section 8.04. Determinations. Any indemnification under **Section 8.02** (unless ordered by a court of competent jurisdiction) shall be made by the Corporation only upon a determination that indemnification of the Indemnitee is proper in the circumstances because he has met the applicable standard of conduct. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who, at the time of such vote, are not named defendants or respondents in the Proceeding; (b) in a written opinion by independent legal counsel, either (i) upon the order of the Board of Directors by a majority vote of a quorum consisting of Directors who, at the time of such vote, are not named defendants or respondents in the Proceeding or (ii) if a quorum consisting of Directors who are not named defendants or respondents in the Proceeding cannot be obtained; or (c) by the Stockholders in a vote that excludes the shares held by Directors that are named defendants or respondents in the Proceeding. Determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, determination as to reasonableness of expenses must be made in the manner specified in clause (b) of the preceding sentence for the selection of special legal counsel. In the event a determination is made under this **Section 8.04** that the Indemnitee has met the applicable standard of conduct as to some matters but not as to others, amounts to be indemnified may be reasonably prorated.

Section 8.05. Advancement of Expenses. Reasonable expenses (including court costs and attorney's fees) incurred by an Indemnitee who was or is a witness or was, is or is threatened to be made a named defendant or respondent in a Proceeding shall be paid by the Corporation at reasonable intervals in advance of the final disposition of such Proceeding, and without making any of the determinations specified in **Section 8.04**, after

receipt by the Corporation of (a) a written affirmation by such Indemnitee of his good faith belief that he has met the standard of conduct necessary for indemnification by the Corporation under this Article and (b) a written undertaking by or on behalf of such Indemnitee to repay the amount paid or reimbursed by the Corporation if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article. Such written undertaking shall be an unlimited obligation of the Indemnitee but need not be secured and it may be accepted without reference to financial ability to make repayment. Notwithstanding any other provision of this Article, the Corporation may pay or reimburse expenses incurred by an Indemnitee in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not named a defendant or respondent in the Proceeding.

Section 8.06. Employee Benefit Plans. For purposes of this Article, the Corporation shall be deemed to have requested an Indemnitee to serve an employee benefit plan whenever the performance by him of his duties to the Corporation also imposes duties on or otherwise involves services by him to the plan or participants or beneficiaries of the plan. Excise taxes assessed on an Indemnitee with respect to an employee benefit plan pursuant to applicable law shall be deemed fines. Action taken or omitted by an Indemnitee with respect to an employee benefit plan in the performance of his duties for a purpose reasonably believed by him to be in the interest of the participants and beneficiaries of the plan shall be deemed to be for a purpose which is not opposed to the best interests of the Corporation.

Section 8.07. Other Indemnification and Insurance. The indemnification provided by this Article shall (a) not be deemed exclusive of, or to preclude, any other rights to which those seeking indemnification may at any time be entitled under the Corporation's Certificate of Incorporation, any law, agreement or vote of Stockholders or disinterested Directors, or otherwise, or under any policy or policies of insurance purchased and maintained by the Corporation on behalf of any Indemnitee, both as to action in his Official Capacity and as to action in any other capacity, (b) continue as to a person who has ceased to be in the capacity by reason of which he was an Indemnitee with respect to matters arising during the period he was in such capacity, (c) inure to the benefit of the heirs, executors and administrators of such a person and (d) not be required if and to the extent that the person otherwise entitled to payment of such amounts hereunder has actually received payment therefore under any insurance policy, contract or otherwise.

Section 8.08 Construction. The indemnification provided by this Article shall be subject to all valid and applicable laws, including, without limitation, the Delaware General Corporation Law, and, in the event this Article or any of the provisions hereof or the indemnification contemplated hereby are found to be inconsistent with or contrary to any such valid laws, the latter shall be deemed to control and this Article shall be regarded as modified accordingly, and, as so modified, to continue in full force and effect.

Section 8.9. Continuing Offer, Reliance, etc. The provisions of this Article (a) are for the benefit of, and may be enforced by, each Indemnitee of the Corporation, the same as if set forth in their entirety in a written instrument duly executed and delivered by the Corporation and such Indemnitee and (b) constitute a continuing offer to all present and future Indemnitees. The Corporation, by its adoption of these Bylaws, (x) acknowledges and agrees that each Indemnitee of the Corporation has relied upon and will continue to rely upon the provisions of this Article in becoming, and serving in any of the capacities referred to in **Section 8.01(a)** of this Article, (y) waives reliance upon, and all notices of acceptance of, such provisions by such Indemnitees and (z) acknowledges and agrees that no present or future Indemnitee shall be prejudiced in his right to enforce the provisions of this Article in accordance with its terms by any act or failure to act on the part of the Corporation.

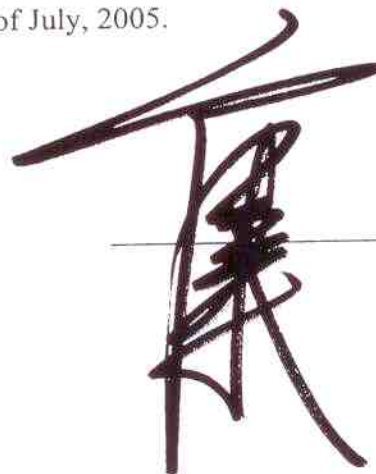
Section 8.10. Effect of Amendment. No amendment, modification or repeal of this Article or any provision hereof shall in any manner terminate, reduce or impair this right of any past, present or future Indemnitees nor the obligation of the Corporation to indemnify any such Indemnitees, under and in accordance with the provisions of this Article as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

ARTICLE 9: Amendments

Section 9.01. Amendment of Bylaws. The power to make, alter, amend or repeal these Bylaws is vested in the Board, but the affirmative vote of a number of Directors equal to a majority of the number then in office shall be necessary to take any action for the making, alteration, amendment or repeal of these Bylaws.

The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Amended and Restated Bylaws of the Corporation as adopted by the Board on the 31st day of July, 2005.

Executed as of this 31st day of July, 2005.



_____, Director

ACTION BY UNANIMOUS WRITTEN CONSENT

OF THE

BOARD OF DIRECTORS

OF

GOLD MOUNTAIN WINERY, INC.

July 31, 2005

The undersigned, being all of the members of the Board of Directors of Gold Mountain Winery, Inc., a Delaware corporation (the "**Company**"), hereby take the following actions pursuant to the General Corporation Law of the State of Delaware and adopt the following resolutions by written consent in lieu of a meeting, effective as of July 31, 2005.

WHEREAS, pursuant to the General Corporation Law of the State of Delaware and the Company's Bylaws, the Board of Directors has the power to amend the Company's Bylaws; and

WHEREAS, the Board of Directors has determined it to be in the best interests of the Company and its stockholders to amend and restate the Company's Bylaws in their entirety.

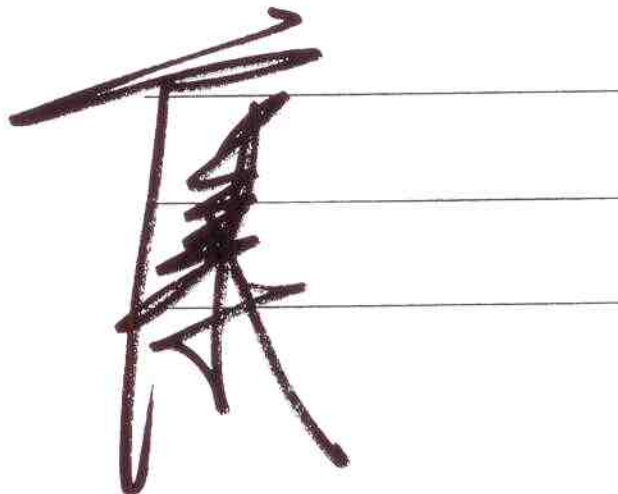
NOW THEREFORE, BE IT RESOLVED, that the Amended and Restated Bylaws of the Company, in the form attached hereto as **Exhibit A**, are hereby adopted and approved as the Bylaws of the Company.

RESOLVED FURTHER, that the officers of the Company are hereby authorized to execute all documents and to take all other actions as may be necessary or advisable to carry out the above resolution.

RESOLVED FURTHER, that all acts and deeds heretofore done by any officer or director of the Company intended to carry out the intent of the foregoing resolutions are hereby ratified and approved.

This Action by Unanimous Written Consent shall be filed with the minutes of the proceedings of the Board of Directors. This Action by Unanimous Written Consent shall be effective as of the date first set forth above.

DIRECTORS

A handwritten signature in dark ink is written over three horizontal lines. The signature is highly stylized and appears to be a cursive or shorthand form of a name. The lines are evenly spaced and extend across the width of the signature.

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:30 PM 07/25/2005
FILED 01:27 PM 07/25/2005
SRV 050610862 - 2220765 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
INTERPAK HOLDINGS, INC.**

INTERPAK HOLDINGS, INC., a Corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That the Board of Directors of said corporation, consistent with the General Corporation Law of the State of Delaware, adopted the following resolutions:

RESOLVED that the Board of Directors hereby declares it advisable and in the best interest of the corporation that Article **FIRST** and Article **SECOND** of the Certificate of Incorporation respectively, be stricken in their entirety and replaced as follows:

SECOND: Article **FIRST** should read as follows:

"FIRST: The name of the corporation shall be: **Gold Mountain Winery, Inc.**"

THIRD: Article **SECOND** should read as follows:

"SECOND: The registered office in the State of Delaware is located 25 Greystone Manor, Lewis, Delaware, 19958; County of Sussex. The Registered Agent in charge thereof is Harvard Business Services Inc."

FOURTH: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of the General Corporation Law of the State of Delaware and the Certificate of Incorporation and By-Laws of **INTERPAK HOLDINGS, INC.**

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Yamin Zhuang, President, this 23rd day of July, 2005.

Authorized Officer



ARTICLES OF AMENDMENT
(BY BOARD OF DIRECTORS OR INCORPORATORS)

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone (307) 777-3339
Fax (307) 777-5339
E-mail: corporations@state.wy.us

1. The name of the corporation is: Gold Mountain Winery, Inc.

2. Article IV is amended as follows:

The total number of shares of stock which the Corporation shall have authority to issue is Unlimited shares of common stock with \$0.00001 par value.

The total number of shares of stock which the Corporation shall have authority to issue is Unlimited shares of preferred stock with \$0.00001 par value

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself are:

n/a

4. The date of each amendment's adoption is: September 15, 2006

5. The amendment was adopted by the Board of Directors or Incorporators (circle one) without shareholder action and shareholder action was not required.

Date: 9.15.06

Signed: [Signature]

Title: Incorporator

Filing Fee: \$50.00

Instructions:

1. The document may be executed by the Chairman of the Board, President or another of its officers.
2. The document shall be accompanied by one (1) exact or conformed copy.

**CONSENT TO APPOINTMENT
BY REGISTERED AGENT**

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone (307) 777-7311/7312
Fax (307) 777-5339
E-mail: corporations@state.wy.us

I, Wyoming Corporate Services, Inc., voluntarily consent to serve as the
registered agent for Gold Mountain Winery, Inc.
on the date shown below.

The registered agent certifies that he is: (check one)

- (a) *An individual who resides in this state and whose business office is identical with the registered office;*
- (b) *A domestic corporation or not-for-profit domestic corporation whose business office is identical with the registered office; or*
- (c) *A foreign corporation or not-for-profit foreign corporation authorized to transact business in this state whose business office is identical with the registered office.*

Dated this 15th day of September, 2004.



Signature of Registered Agent

State of Wyoming

Office of the Secretary of State

United States of America,
State of Wyoming } ss.

I, JOSEPH B. MEYER Secretary of State of the State of Wyoming, do hereby certify that

... GOLD MOUNTAIN WINERY, INC. ...

a corporation originally organized under the laws of the state of DELAWARE on 1/31/90, and thereafter domesticated into the state of Wyoming, did on 9/15/06, complete all filings required of a domesticating corporation to qualify under the corporation laws of the state of Wyoming.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the Great Seal of the State of Wyoming. Done at
Cheyenne, the Capital, this 15th day of **September** A.D., 2006.



Joseph B. Meyer

Secretary of State

By *[Signature]*

STATE OF WYOMING
Office of the Secretary of State

I, MAX MAXFIELD, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

Titan Resources International Corporation

is a

Profit Corporation

did on **September 15, 2006**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2006-000521702**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 28th day of March, 2008 at 10:18 AM.



Filed Date: September 15, 2008

Max Maxfield
Secretary of State

By: Christina Straw



[Home](#) > [Certificate of Good Standing](#)

Secretary of State's Office

Max Maxfield, Secretary of State

200 West 24th Street, Cheyenne, WY 82002-0020 (307) 777-7311

Certificate of Good Standing

Please verify that this is the entity you are searching for.

Filing No: 2006-000521702

Name: Titan Resources International Corporation

Type: Profit Corporation

Status: Active

Formed in: Wyoming

Sub Status: Current

Standing: Good

This entity is continued or domesticated from another locale. Please contact the Secretary of State's Office to obtain a certificate.

[Return to Business Division Home](#)

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ARTICLES OF AMENDMENT
(BY BOARD OF DIRECTORS OR INCORPORATORS)

FILED: 10/12/2006
CID: 2006-00521702
WY Secretary of State
Doc. ID: 2006-00523444

Wyoming Secretary of State
The Capitol Building, Room 110
200 W. 24th Street
Cheyenne, WY 82002-0020

Phone _____
FAX (307) _____
E-mail: corporations@state.wy.us

1. The name of the corporation is: Gold Mountain Winery, Inc.

2. Article 1 is amended as follows:

Gold Mountain Winery, Inc. will further be known as Titan Resources International Corporation.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself are:

n/a

4. The date of each amendment's adoption is: October 12, 2006

5. The amendment was adopted by the Board of Directors or Incorporators (circle one) without shareholder action and shareholder action was not required.

Date: 10-12-06

Signed: *DeAnne Montemayor*
Title: Incorporator

Filing Fee: \$50.00

Instructions:

1. The document may be executed by the Chairman of the Board, President or another of its officers;
2. The document shall be accompanied by one (1) exact or conformed copy.

State of Wyoming

Office of the Secretary of State



United States of America,
State of Wyoming } ss.

I, JOSEPH B. MEYER, Secretary of State of the State of Wyoming, do hereby certify that according to the records in the office of the Secretary of State of Wyoming, **TITAN RESOURCES INTERNATIONAL CORPORATION** is a profit corporation organized and existing under the laws of the state of Wyoming, whose date of incorporation is 10/12/2006; and whose period of duration is perpetual.

I FURTHER CERTIFY that this corporation has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and that Articles of Dissolution have not been filed, thus making the corporation in existence in the state of Wyoming.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Wyoming. Done at Cheyenne, the Capital, this 18th day of October A.D., 2006.

Joseph B. Meyer

Secretary of State

By *Christina M. Randall*

Nov. 13. 2006 12:18PM Corporate Offices

No. 8764 P. 2/4

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:28 PM 11/13/2006
FILED 02:28 PM 11/13/2006
SRV 061037375 - 2220765 FILE

**CERTIFICATE OF DISSOLUTION
OF
GOLD MOUNTAIN WINERY, INC.**

The corporation organized and existing under the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY AS FOLLOWS:

The dissolution of said corporation has been duly authorized by the Board of Directors and Stockholders in accordance with subsections (a) and (b) of Section 275 of the General Corporation Law of the State of Delaware.

The date the dissolution was authorized is September 20, 2006.

The following is a list of the names and addresses of the directors of the said corporation:

NAME	ADDRESS
John Milardovic	65 Harbour Square, Suite 904, Toronto Ontario, M5J 2L4

The following is a list of the names and addresses of the officers of the said corporation:

NAME	OFFICE	ADDRESS
John Milardovic M5J 2L4	President	65 Harbour Square, Suite 904, Toronto Ontario,


By: _____
Authorized Officer

Name: John Milardovic

Title: Director and President

Delaware

PAGE 2

The First State

AND I DO HEREBY FURTHER CERTIFY THAT A CERTIFICATE OF DISSOLUTION OF THE "GOLD MOUNTAIN WINERY, INC.", WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF NOVEMBER, A.D. 2005, AT 2:28 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION WAS DULY DISSOLVED ACCORDING TO THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT UPON FILING OF THE AFORESAID CERTIFICATE OF DISSOLUTION, THE CORPORATE EXISTENCE OF "GOLD MOUNTAIN WINERY, INC." WAS TERMINATED.

DISSOLUTION



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2220765 8370

061040795

AUTHENTICATION: 5193165

DATE: 11-14-06

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
TITAN RESOURCES INTERNATIONAL, CORPORATION**
(the "Corporation")

The undersigned, being all of the directors of Titan Resources International, Corp., a Wyoming corporation (the Corporation), hereby consents to, and adopts, without Shareholder approval, the following resolution by written consent without a meeting effective the 25th day of May, 2010.

COMMON STOCK REVERSE SPLIT

WHEREAS, the Board of Directors deem it to be in the best interests of the Corporation to affect a reverse split the issued and outstanding Common Shares by two thousand (2,000) to one (1).

NOW THEREFORE BE IT RESOLVED that the Board of Directors has agreed to reverse split the issued and outstanding Common Shares by two thousand (2,000) to one (1). There shall be no fractional shares and the Transfer Agent shall be instructed to round down. The effective date will be June 7th, 2010.

Adopted and executed (date): 25th day of May, 2010



Rowensie Felicilda
President / Director

SUBSCRIBED AND SWORN TO BEFORE
ME THIS MAY 27 2010 AT MARIKINA CITY



ATTY. LEO P. TINGSON
NOTARY PUBLIC

Until December 31, 2011

PTF No. 3207997/08-2010/Marikina City

IBP No. 774079/12-14-2009/Quezon City

MCLE Compliance No. III-0000369/08-20-2008

Roll of Attorney's No. 54072

No. 6 Marikina Arcade, Guntina Street, Midtown.

JUL NO. 11
PAGE NO. 03
BOOK NO. 15
SERIES OF 2010



Wyoming Secretary of State

State Capitol Building, Room 110
200 West 24th Street
Cheyenne, WY 82002-0020
Ph. 307.777.7311
Fax 307.777.5339
Email: business@state.wy.us

Max Maxfield, WY Secretary of State
FILED: 06/09/2010 08:35 AM
Original ID: 2006-000521702
Amendment ID: 2010-000867725

**Profit Corporation
Articles of Amendment**

1. Corporation name:

Titan Resources International Corporation

2. Article(s) IV is amended as follows:

The Board of Directors deem it to be in the best interests of the Corporation to affect a reverse split the issued and outstanding Common Shares by two thousand (2,000) to one (1)

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself which may be made upon facts objectively ascertainable outside the articles of amendment.

Now Therefore Be It Resolved that the Board of Directors had agreed to reverse split the issued and outstanding Common Shares by two thousand (2,000) to one (1).
There shall be no fractional shares and the Transfer Agent shall be instructed to round down.

4. The amendment was adopted on 05/25/2010
(Date - mm/dd/yyyy)

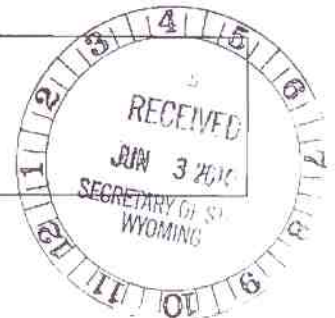
5. If the amendment was adopted by the incorporators or board of directors without shareholder approval, a statement that the amendment was duly approved by the incorporators or by the board of directors as the case may be and that shareholder approval was not required.

The Amendment was duly approved by the Board of Directors, and shareholder approval was not required.

OR

If approval was required by the shareholders, a statement that the amendment was duly approved by the shareholders in the manner required by this act and by the articles of incorporation.

[Empty box for shareholder approval statement]





Wyoming Secretary of State
 State Capitol Building, Room 110
 200 West 24th Street
 Cheyenne, WY 82002-0020
 Ph. 307.777.7311
 Fax 307.777.5339
 Email: business@state.wy.us

For Office Use Only

6. If an amendment was approved by the shareholders:

(A) The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment: and the number of votes of each voting group indisputably represented at the meeting:

AND

(B) Either the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment **OR** the total number of undisputed votes cast for the amendment by each voting group and a statement that the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group:

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

Signature: Therese M. Hoard

Date:
(mm/dd/yyyy)

Print Name:

Title:

Contact Person:

Daytime Phone Number: Email:

Checklist	
<input type="checkbox"/>	Filing Fee: \$50.00 Make check or money order payable to Wyoming Secretary of State.
<input type="checkbox"/>	The Articles of Amendment may be executed by the Chairman of the Board, President or another of its officers.
<input type="checkbox"/>	Please submit one originally signed document and one exact photocopy of the filing.