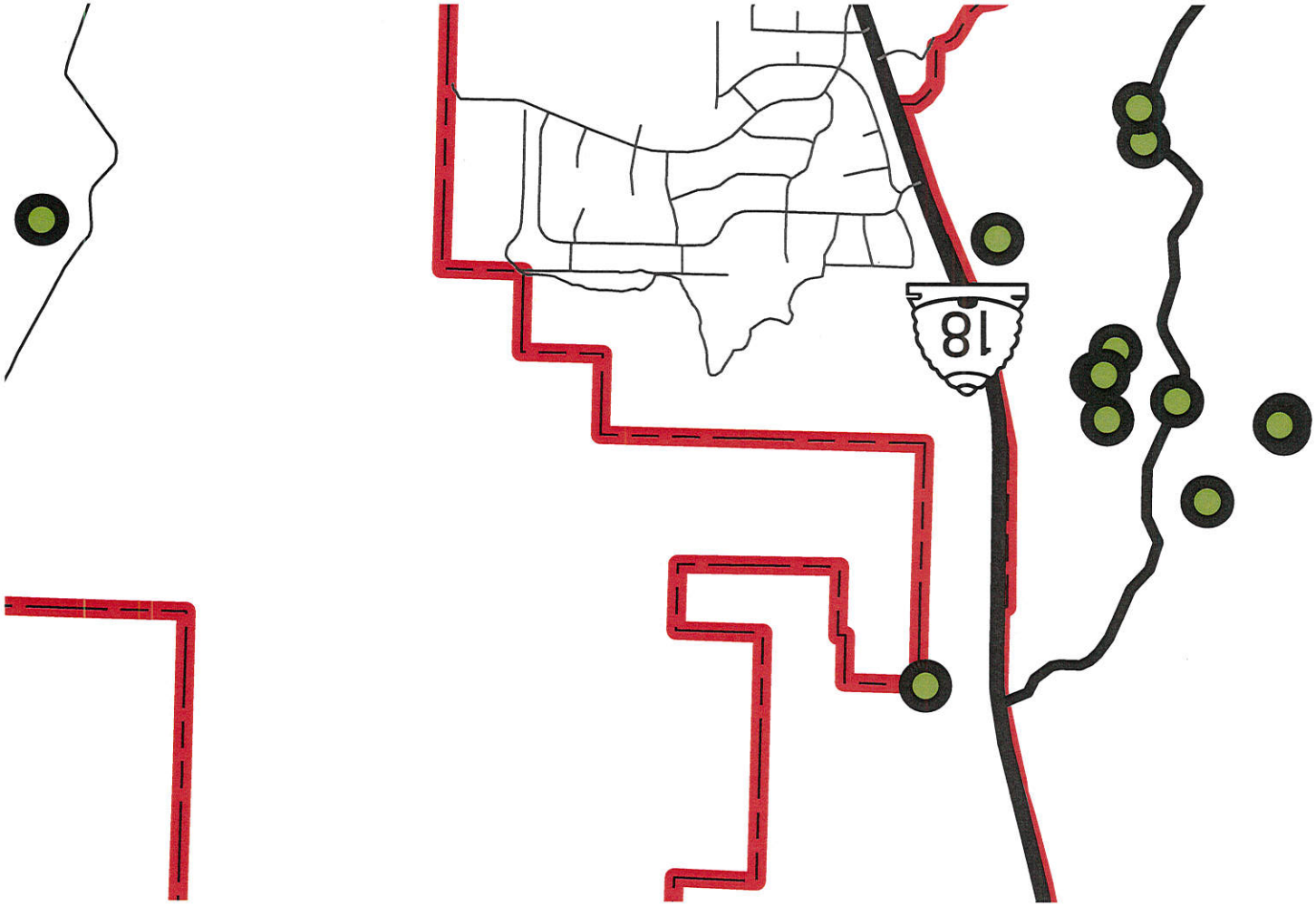Exhibit 3-a-2
TC 081116