

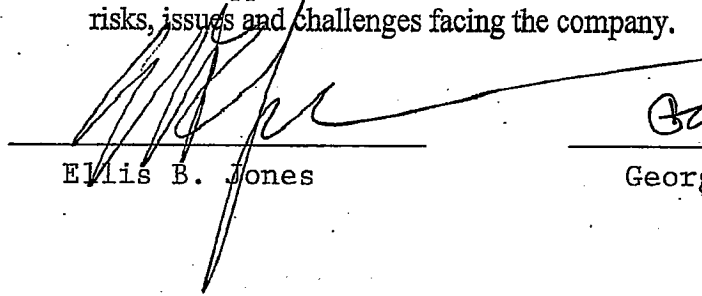
This charter is intended as a tool to assist directors in fulfilling their responsibilities as Board members. It is qualified in its entirety by reference to the Company's Articles of Incorporation and By-Laws, and Delaware law. It is not an attempt to limit, enlarge or change in any way the responsibilities of the directors as determined by such Articles, By-Laws and Delaware law.

The business affairs of the Company shall be managed under the direction of the Board of Directors. The Board of Directors may delegate authority to Company management or to Committees of the Board. Committees, consultants and other professionals retained or appointed by the Board and Company management shall be subject at all times to the direction and control of the Board.

The Board shall have access to management personnel as it deems necessary and shall have the authority to engage, at Company expense, such reasonable independent advisors and professionals as the Board deems appropriate.


Without limiting the Board's general governance responsibilities, the Board shall:

- Ensure that the Board possesses within its membership or resources the appropriate skills and experience to enable it to fulfill its responsibilities.
- Appoint the Chief Executive Officer and replace as necessary. Appoint other executive officers in consultation with the Chief Executive Officer.
- Review the Annual Operating Budget.
- Under established policies, approve significant decisions including but not limited to major acquisitions, divestitures, capital investments and loan facilities.
- Meet in executive session as necessary.
- Meet Quarterly with external Auditors to review management's creation and compliance with internal controls and to review any other relevant accounting or financial issues.
- Engage, replace, direct scope of services and oversee the work of external auditors. Approve non-audit services to assist in reviewing and understanding the risks, issues and challenges facing the company.



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Ellis B. Jones



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George L. Majoros