

PLID T0060



CITY OF PHILADELPHIA
 DEPARTMENT OF PUBLIC HEALTH
 PUBLIC HEALTH SERVICES
 AIR MANAGEMENT SERVICES

2016 DEC 13 PM 12:59

Air Management Services
 321 University Avenue
 Philadelphia PA 19104-4543
 Phone: (215) 685-7572
 FAX: (215) 685-7593

APPLICATION FOR PLAN APPROVAL TO CONSTRUCT, MODIFY OR REACTIVATE AN AIR CONTAMINATION SOURCE AND/OR AIR CLEANING DEVICE
 (Prepare all information completely in print or type in triplicate)

SECTION A - APPLICATION INFORMATION

Location of source (Street Address) 8901 Torresdale Ave, Philadelphia, Pa 19136		Facility Name Britton Industries, Inc.	
Owner Britton Industries, Inc - James Britton		Tax ID No	
Mailing Address 1 East M-Y Lane, Morrisville, Pa 19067		Telephone No. (609) 588-8225	Fax No. ()
Contact Person Dan Carr		Title General Manager	
Mailing Address 1 East M-Y Lane, Morrisville, Pa 19067		Telephone No. (609) 902-2503	Fax No. (215) 295-3333
E-mail Address dcarr@brittonindustries.com			

SECTION B - DESCRIPTION OF ACTIVITY

Application type	SIC Code	Completion Date
<input checked="" type="checkbox"/> New source <input type="checkbox"/> Modification <input type="checkbox"/> Replacement <input type="checkbox"/> Reactivation <input type="checkbox"/> Air cleaning device <input type="checkbox"/> Other		
Applicable requirement <input type="checkbox"/> NSPS <input type="checkbox"/> NESHAP <input type="checkbox"/> Case by Case MACT <input type="checkbox"/> NSR <input type="checkbox"/> PSD	Does Facility submit Compliance Review Form biannually? <input type="checkbox"/> Yes <input type="checkbox"/> No If No attach Air Pollution Control Act Compliance Review Form with this application.	
Source Description		

SECTION C - PERMIT COORDINATION (ONLY REQUIRED FOR LAND DEVELOPMENT)

Question	YES	NO
1. Will the project involve construction activity that disturbs five or more acres of land?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. Will the project involve discharge of industrial wastewater or stormwater to a dry swale, surface water, ground water or an existing sanitary sewer system?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. Will the project involve the construction and operation of industrial waste treatment facility?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. Is onsite sewage disposal proposed for your project?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5. Will the project involve construction of sewage treatment facilities, sanitary sewer, or sewage pumping station?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Is a stormwater collection and discharge system proposed for this project?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Will any work associated with this project take place in or near a stream, waterway, or wetland?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8. Does the project involve dredging or construction of any dam, pier, bridge or outfall pipe?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9. Will any solid waste or liquid wastes be generated as a result of the project?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10. Is a State Park located within two miles from your project?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

SECTION D - CERTIFICATION

I certify that I have the authority to submit this Permit Application on behalf of the applicant named herein and that the information provided in this application is true and correct to the best of my knowledge and information.

Signature: [Signature] Date: 11-15-16 Address: 1 East M-Y Lane Morrisville Pa 19067
 Name & Title: Daniel Carr, General Manager Phone: 609 902-2503 Fax: _____

SECTION E - OFFICIAL USE ONLY

Application No. PI16000291	Plant ID T0060	Health District 10	Census Tract	Fee 1000	Date Received 12.13.16
Approved by	Date	Conformance by	Date		

111516605

SECTION F 1 - GENERAL SOURCE INFORMATION

1. SOURCE							2. NORMAL PROCESS OPERATING SCHEDULE						
	A. Type Source (Describe)	B. Manufacturer of Source	C. Model No.	D. Rated Capacity (Specify units)	E. Type of Materials Processed	A. Amount Processed/yr (Specify units)	B. Average hr/day	C. Total hr/yr	D. % Throughput/Quarter				
									1 st	2 nd	3 rd	4 th	
1	Portable screen plant (on tracks)	Perkins	C4-4	110 HP 50 HP	Soil	48,000 cy	6	675	0	30	50	20	
2													
3													
4													
5													
3. ESTIMATED FUEL USAGE (Specify Units)							4. ANNUAL FUEL USAGE						
A. Used in Unit	B. Type Fuel	C. Average Hourly Rate	D. Maximum Hourly Rate	E. Percent Sulfur	F. Percent Ash	G. Heating Value	A. Annual Amounts	B. Average hr/day	C. Total hr/yr	D. % Throughput/Quarter			
										1 st	2 nd	3 rd	4 th
1	Diesel CFF ROAD	3	3.5 g	<15 parts per million	1.5	18,390 BTU/lb	2363	6	675	0	30	50	20

5. IMPORTANT: Attach on a separate sheet a flow diagram of process giving all (gaseous, liquid, and solid) flow rates. Also list raw materials charged to process equipment and the amounts charged (tons/hour, etc.) at rated capacity (give maximum, minimum and average charges describing fully expected variations in production rates). Indicate (on diagram) all points where contaminants are controlled (location of water sprays, hoods or other pickup points, etc.).

SECTION F 1 - GENERAL SOURCE INFORMATION, CONTINUED

6. Describe process equipments in detail.

Property is a commercial wood and concrete recycling center. Products manufactured include mulches, aggregates and soils. Screen plant is used in the production of soils. ~~and~~ All processing equipment used in the processing and manufacturing of mulch and concrete aggregates are electrically powered. The electric mulch grinder includes a primary and secondary electric grinding system, and includes various electrically driven conveyors and belt magnets to move the material. The electric concrete crushing plant includes a impact crusher and a jaw crusher. The processing equipment also includes various electrically driven conveyors to move the product.

7. Describe fully the methods used to monitor and record all operating conditions that may affect the emission of air contaminants. Provide detailed information to show that these methods provided are adequate.

Visual monitoring of site conditions are used to ensure that airborne particulate matter is under control. Water spray bars are used throughout the processing process for both grinding and crushing operations to control dust. A water truck is also used daily on site to control dust emissions from vehicular traffic on the property.

8. Describe modifications to process equipments in detail.

NO MODIFICATIONS

9. Attach any and all additional information necessary to adequately describe the process equipment and to perform a thorough evaluation of the extent and nature of its emissions.

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- Provide equipment information on this page if sources do not belong to special categories in F2 to F8, otherwise remove this page from this application.
- If there are more equipment, copy this page and fill in the information as indicated

Dan Carr

From: Rahel Gebrekidan <Rahel.Gebrekidan@phila.gov>
Sent: Thursday, August 4, 2016 10:56 AM
To: Michelle Tamasi; Dan Carr
Subject: RE: Britton Industries
Attachments: p_sr_comp_review_040104.pdf; p_sr_plan_app_inst_033004.pdf; PLANAPR_FORM.pdf

Dan,

Thank you for your assistance on my visit to your facility on July 26, 2016. Here is the summary of our discussions;

- Britton industries submitted 2 engine application and a GP for crusher sometime in 2014, however I have looked and searched our data base system and found no application or fee to be found. Please void the checks.
- In the past two years Britton Industries replaced most of its unit with the electric units except one diesel screener and engine.
- The main concern of pollutant from your facility is dust/PM emissions from the crushing and screening process and the two fuel burning source.
- I see also there are outstanding NOV issued early this year.

Thus AMS determines that your facility needs to submit a plan approval application to cover all fuel burning sources (2 diesel units) and a facility wide fugitive PM emissions and Oder.

Attached is a plan approval application, a compliance review form and instructions. Please complete the application and send it back with the compliance review form and a check in the amount of \$1000 for the application fee. This shall be completed by **September 6, 2016**.

If you have any question please contact me with the e-mail or phone number below.

Sincerely

Rahel Gebrekidan

Environmental Engineer

Air Management Service

Phone 215-685-9429

Fax 215-685-7593

E-Mail Rahel.gebrekidan@phila.gov

From: Michelle Tamasi [mtamasi@brittonindustries.com]
Sent: Thursday, July 21, 2016 4:12 PM
To: Rahel Gebrekidan
Subject: FW: Britton Industries

Ok thank you. Dan will be there.

From: Rahel Gebrekidan [mailto:Rahel.Gebrekidan@phila.gov]
Sent: Thursday, July 21, 2016 4:11 PM
To: Michelle Tamasi <mtamasi@brittonindustries.com>
Subject: RE: Britton Industries

I will be there at 9 AM.

From: Michelle Tamasi [mtamasi@brittonindustries.com]
Sent: Thursday, July 21, 2016 11:33 AM
To: Rahel Gebrekidan
Subject: RE: Britton Industries

That will be perfect. What time is best for you?

From: Rahel Gebrekidan [mailto:Rahel.Gebrekidan@phila.gov]
Sent: Thursday, July 21, 2016 9:41 AM
To: Michelle Tamasi <mtamasi@brittonindustries.com>
Cc: Dan Carr <dcarr@brittonindustries.com>
Subject: RE: Britton Industries

Michelle,

I am available next week Tuesday on the 26th in the morning. Does this work for you?

Rahel Gebrekidan

Environmental Engineer

Air Management Service

Phone 215-685-9429

Fax 215-685-7593

E-Mail Rahel.gebrekidan@phila.gov

From: Michelle Tamasi [mtamasi@brittonindustries.com]
Sent: Thursday, July 21, 2016 9:31 AM
To: Rahel Gebrekidan
Cc: Dan Carr
Subject: Britton Industries

Good Morning Rahel-

I would like to set up a time, as soon as possible, that you can come to our recycling facility at 8901 Torresdale Avenue to meet with Dan Carr and review exactly what air permits are needed for processing equipment. His schedule is fairly flexible so please let me know what works best for you.

Thank you

Michelle

Michelle Tamasi
Britton Industries
844-274-8866 x111
Click to Order Online!

BRITTON INDUSTRIES, INC.

BY-LAWS

ARTICLE I - OFFICES

Section 1. Registered Office: The Registered Office of the Corporation shall be as stated in the Certificate of Incorporation or at such other location to which the Registered Office shall be changed by action of the Board of Directors.

Section 2. Other Offices: The Corporation may have such other offices either within or without the State of New Jersey as the Board of Directors may designate from time to time or as the business of the Corporation may require.

ARTICLE II - SHAREHOLDERS' MEETINGS

Section 1. Place of Meetings: Meetings of the Shareholders shall be held at such place or places, within or without the State of New Jersey, as may be selected from time to time by the Board of Directors.

Section 2. Annual Meeting:

(a) The Annual Meeting of Shareholders shall be held at such time as shall be fixed by the Board of Directors. At the Annual Meeting the Shareholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

(b) If the Annual Meeting for election of Directors

is not held on the day designated therefor, the Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 3. Special Meetings: Special Meetings of the Shareholders may be called by the President or a majority of the Board of Directors and shall be called at the request in writing to the President by the holder or holders of not less than ten (10%) of all the shares entitled to vote at the meeting.

Section 4. Notice of Shareholders' Meetings:

(a) Except as otherwise provided by statute, written notice of the time, place and purpose or purposes of every meeting of Shareholders shall be given not less than five (5) nor more than sixty (60) days before the date of the meeting, either personally or by mail, to each Shareholder of record entitled to vote at the meeting.

(b) When a meeting is adjourned to another time or place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Shareholder of record on the new

record date entitled to vote at the meeting.

Section 5. Waiver of Notice:

(a) Notice of a meeting need not be given to any Shareholder who signs a waiver of such notice, in person or by proxy, whether before or after the meeting. The attendance of any Shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

(b) Whenever Shareholders are authorized to take any action after the lapse of a prescribed period of time, the action may be taken without such lapse if such requirement is waived in writing, in person or by proxy, before or after the taking of such action, by every Shareholder entitled to vote thereon as at the date of taking of such action.

Section 6. Action by Shareholders Without A Meeting:

(a) Subject to the provisions of the New Jersey Business Corporation Act with respect to mergers, consolidations, acquisition of all capital shares of a corporation and sale of assets, any action required or permitted to be taken at a meeting of Shareholders may be taken without a meeting if all the Shareholders entitled to vote thereon consent thereto in writing.

(b) Except as otherwise provided in the Certificate of Incorporation and subject to the provisions of the New Jersey Business Corporation Act with respect to action by Shareholders without a meeting, any action required or permitted to be taken at a meeting of Shareholders, other than the annual election of Directors, may be taken without a meeting upon the written consent of Shareholders who would have been entitled to cast the minimum number of votes which would be necessary to authorize such action at a meeting at which all Shareholders entitled to vote thereon were present and voting.

(c) Whenever action is taken pursuant to this Section 6, the written consents of the Shareholders consenting thereto or the written report of inspectors appointed to tabulate such consents shall be filed with the minutes of proceedings of Shareholders.

(d) Any action taken pursuant to this Section 6 shall have the same effect for all purposes as if such action had been taken at a meeting of the Shareholders.

Section 7. Fixing Record Date:

(a) The Board of Directors may fix, in advance, a date as the record date for determining the Corporation's Shareholders with regard to any corporate action or event and, in particular, for determining the Shareholders entitled to (i)

notice of or to vote at any meeting of Shareholders or any adjournment thereof; (ii) give a written consent to any action without a meeting; or (iii) receive payment of any dividend or allotment of any right. The record date may in no case be more than sixty (60) days prior to the Shareholders' meeting or other corporate action or event to which it relates. The record date for a Shareholders' meeting may not be less than ten (10) days before the date of the meeting. The record date to determine Shareholders entitled to give a written consent may not be more than sixty (60) days before the date fixed for tabulation of the consents or, if no date has been fixed for tabulation, more than sixty (60) days before the last day on which consents received may be counted.

(b) If no record date is fixed, the record date for a Shareholders' meeting shall be the close of business on the day next preceding the day on which the notice is given, or, if no notice is given, the day next preceding the day on which the meeting is held; and the record date for determining Shareholders for any other purpose shall be at the close of business on the day on which the resolution of the Board of Directors relating thereto is adopted.

(c) When a determination of Shareholders of record for a Shareholders' meeting has been made as provided in this

Section 7, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date under this Section 7 for the adjourned meeting.

Section 8. Voting List:

(a) The Officer or agent having charge of the stock transfer books for shares of the Corporation shall make and certify a complete list of Shareholders entitled to vote at a Shareholders' meeting or any adjournment thereof. A list required by this Section 8 may consist of cards arranged alphabetically or any equipment which permits the visual display of such list. Such list shall (i) be arranged alphabetically within each class, series, or group of Shareholders maintained by the Corporation for convenience of reference with the address of, and the number of shares held by, each Shareholder; (ii) be produced (or available by means of a visual display) or any equipment which permits the visual display such list at the time and place of the meeting; (iii) be subject to the inspection of any Shareholder for reasonable periods during the meeting; and, (iv) be prima facie evidence as to who are the Shareholders entitled to examine such list or to vote at any meeting.

(b) If the requirements of this Section 8 have not been complied with, the meeting shall, on the demand of any

Shareholder in person or by proxy, be adjourned until the requirements are complied with. Failure to comply with the requirements of this Section 8 shall not affect the validity of any action taken at such meeting prior to the making of any such demand.

Section 9. Quorum:

(a) Unless otherwise provided by statute, the holders of shares entitled to cast a majority of the votes at a meeting shall constitute a quorum at such meeting. The Shareholders present in person or by proxy at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum. Less than a quorum may adjourn.

(b) Whenever the holders of any class or series of shares are entitled to vote separately on a specified item of business, the provisions of this Section 9 shall apply in determining the presence of a quorum of such class or series for the transaction of such specified item of business.

Section 10. Voting:

(a) Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of Shareholders. Whenever any action, other than the election of Directors, is to be taken by vote of the Shareholders, it shall

be authorized by a majority of the votes cast at a meeting of Shareholders by the holders of shares entitled to vote thereon, unless a greater plurality is required by statute.

(b) Every Shareholder entitled to vote at a meeting of Shareholders or to express consent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be executed in writing by the Shareholder or his agent, except that a proxy may be given by a Shareholder or his agent by telegram or cable or by means of electronic communication which results in a writing. No proxy shall be valid for more than eleven (11) months, unless a longer time is expressly provided therein. Unless a proxy is irrevocable, as set forth below, a proxy shall be revocable at will. The grant of a later proxy revokes any earlier proxy unless the earlier proxy is irrevocable. A proxy shall not be revoked by the death or incapacity of the Shareholder but the proxy shall continue in force until revoked by the personal representative or guardian of the Shareholder. The presence at any meeting of any Shareholder who has given a proxy does not revoke the proxy unless the Shareholder files written notice of such revocation with the secretary of the meeting prior to the voting of the proxy or votes the shares subject to the proxy by written ballot. A person named in a proxy as the attorney or agent of a

Shareholder may, if the proxy so provides, substitute another person to act in his place, including any other person named as an attorney or agent in the same proxy. The substitution shall not be effective until an instrument effecting it is filed with the Secretary of the Corporation.

A proxy which states that it is irrevocable if (i) it is coupled with an interest either in the stock to which it relates or in the Corporation and (ii) it is held in the manner described in and subject to the requirements of the New Jersey Business Corporation Act. An otherwise irrevocable proxy may be revoked by a person who becomes the holder of the stock to which it relates without knowledge of the restriction unless the restrictions of the proxy is conspicuously noted on such stock.

Section 11. Election of Directors:

(a) At each election of Directors every Shareholder entitled to vote at such election shall have the right to vote the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or, if the Certificate of Incorporation so provides, to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the aggregate number of his votes shall equal, or by distributing such votes on the same principal among any number of such

candidates. Except as otherwise provided by the Certificate of Incorporation, Directors shall be elected by a plurality of the votes cast at the election.

(b) Elections of Directors need not be by ballot unless a Shareholder demands election by ballot at the election and before the voting begins.

Section 12. Inspectors of Election:

(a) The Board of Directors may, in advance of any Shareholders' meeting, or of the tabulation of written consents of Shareholders without a meeting, appoint one or more inspectors to act at the meeting or any adjournment thereof or to tabulate such consents and make a written report thereof. If inspectors to act at any meeting of Shareholders are not so appointed by the Board or shall fail to qualify the person presiding at the Shareholders' meeting may, and on the request of any Shareholder entitled to vote thereat, shall, make such appointment. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding at the meeting.

(b) Each inspector, before entering upon the discharge of his duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and

according to the best of his ability. No person shall be elected a Director in an election for which he has served as an inspector.

ARTICLE III - DIRECTORS

Section 1. Board of Directors: The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which shall consist of not less than one nor more than five members. Within the limits above specified, the actual number of Directors shall be determined from time to time by the vote of a majority of the whole Board of Directors, except as to the number constituting the first Board. Directors shall be at least eighteen (18) years of age and need not be United States citizens, residents of the State of New Jersey or Shareholders in the Corporation. They shall be elected by the Shareholders at the Annual Meeting of Shareholders of the Corporation, and each Director shall hold office until the next succeeding Annual Meeting and until his successor shall have been elected and qualified.

Section 2. Vacancies and Removal:

(a) Any Directorship not filled at the Annual Meeting of Shareholders, and any vacancy, however caused, occurring in the Board of Directors, and newly created directorship resulting from an increase in the number of Directors may be filled by the

affirmative vote of a majority of the remaining Directors even though less than a quorum of the Board of Directors, or by a sole remaining Director. A Director so elected shall hold office until the next succeeding Annual Meeting of Shareholders and until his successor shall have been elected and qualified. Any Directorship not filled by the Board may be filled by the Shareholders at an annual meeting or at a special meeting of the Shareholders called for that purpose.

(b) One or more or all of the Directors of the Corporation may be removed for cause by the Shareholders by the affirmative vote of the majority of the votes cast by the holders of shares entitled to vote for the election of Directors.

Section 3. First Meeting After Election: After the election of the Directors by the Shareholders, the newly elected Board of Directors may meet, for the purpose of organization and otherwise:

(a) at such place and time as shall be fixed by the vote of the Shareholders at the Annual Meeting, and no notice of such meeting shall be necessary to the newly elected Directors in order to legally constitute the meeting, provided a majority of the whole Board of Directors shall be present; or,

(b) at such place and time as may be fixed by the

consent in writing of the Directors.

Section 4. Regular Meetings: Regular meetings of the Board of Directors may be held with or without notice at such times and places, within or without the State of New Jersey, as shall be determined by the Board of Directors.

Section 5. Quorum: A majority of the entire Board of Directors, or of any Committee thereof, shall constitute a quorum for the transaction of business, except that when the entire Board or a Committee thereof consists of one Director, then one Director shall constitute a quorum. The acts of the majority present at a meeting at which a quorum is present shall be the acts of the Board of Directors or of the Committee.

Section 6. Action of Directors Without a Meeting: Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or any Committee thereof may be taken without a meeting, if, prior or subsequent to such action, all members of the Board of Directors or of such Committee, as the case may be, consent thereto in writing and such written consents are filed with the minutes of the proceedings of the Board of Directors or Committee. Such consent shall have the same effect as a unanimous vote of the Board of Directors or Committee for all purposes.

Section 7. Special Meetings: Special Meetings of the Board of Directors may be called by the President on at least two (2) days' notice to each Director, either personally or by mail. Special Meetings shall be called by the President or Secretary on like notice and in like manner on the written request of two (2) Directors.

Section 8. Notice of Meetings; Waiver of Notice: Notice of any meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment.

Section 9. Director Participation by Telephone: Any or all Directors may participate in a meeting of the Board of Directors or a Committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other.

Section 10. Powers of Directors: In addition to the powers and authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by these By-Laws directed or required to be exercised or done by the Shareholders.

Section 11. Compensation of Directors: The Board of Directors, by the affirmative vote of a majority of Directors in office and irrespective of any personal interest of any of them, shall have authority to establish reasonable compensation of Directors for services to the Corporation as Directors, Officers, employees or otherwise.

ARTICLE IV - OFFICERS

Section 1. Officers:

(a) The Officers of the Corporation shall consist of a Chairman of the Board, a President, a Secretary, a Treasurer, and, if desired, one or more Vice-Presidents, and such other Officers as the Board of Directors deems desirable. Officers shall be elected by the Board of Directors at the First Meeting of the newly elected Directors after the Annual Meeting of the Shareholders, and they shall hold office until the next such First Meeting and until their successors are elected and have

qualified, subject to earlier termination by removal or resignation.

(b) Any two or more offices may be held by the same person but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged, or verified by two or more Officers.

Section 2. Salaries: The salaries of all Officers, employees and agents of the Corporation shall be fixed by the Board of Directors.

Section 3. Removal: Any Officer elected by the Board of Directors may be removed by the Board with or without cause. An Officer elected by the Shareholders may be removed, with or without cause, only by vote of the Shareholders but his authority to act as an Officer may be suspended by the Board of Directors for cause. Any vacancy occurring among the Officers shall be filled by the Board of Directors.

Section 4. Chairman of the Board: The Chairman of the Board shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Board of Directors of the Corporation and shall perform such other duties as may be assigned to him by the Board of Directors of the Corporation.

Section 5. President: The President shall, when present,

preside at all meetings of the Shareholders; he shall have general and active management of the business of the Corporation; and he shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other Officer or Officers of the Corporation. He shall execute bonds, mortgages and other contracts requiring a seal, under the Seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall have been expressly delegated by the Board of Directors to some other Officer or agent of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation.

Section 6. The Vice-Presidents: The Vice-President, if there be one, or, if there shall be more than one, the Vice-Presidents, in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. The Secretary and Assistant Secretaries:

(a) The Secretary shall attend all meetings of the Board of Directors and all meetings of the Shareholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the Committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the Shareholders and Special Meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall have custody of the Corporate Seal of the Corporation and he, or an Assistant Secretary, if there be one, shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other Officer to affix the Seal of the Corporation and to attest the affixing by his signature.

(b) The Assistant Secretary, if there be one, or, if there be more than one, the Assistant Secretaries, in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and perform such other duties and have such other powers as the Board of Directors may from time to

time prescribe.

Section 8. The Treasurer and Assistant Treasurers:

(a) The Treasurer shall have the custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its Regular Meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE V - SHARE CERTIFICATES

Section 1. Certificates for Shares: The shares of the Corporation shall be represented by certificates signed by, or in the name of the Corporation by, the Chairman or Vice-Chairman of the Board, or the President or a Vice-President, and may, but need not be, countersigned by the Treasurer or the Secretary or an Assistant Secretary of the Corporation and may but need not be sealed with the Seal of the Corporation or a facsimile

thereof. Any or all signatures upon a certificate may be a facsimile. In case any Officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such Officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such Officer, transfer agent or registrar at the date of its issue.

Section 2. Contents: Each certificate representing shares shall state upon the face thereof (a) that the Corporation is organized under the laws of the State of New Jersey; (b) the name of the person to whom issued; and, (c) the number and class of shares which such certificate represents.

Section 3. Lost Certificates: The Board of Directors may direct a new certificate to be issued in place of any certificate theretofore issued by the Corporation alleged to have been lost or destroyed. When authorizing such issue of a new certificate, the Board of Directors, in its discretion, and as a condition precedent to the issuance thereof, may prescribe such terms and conditions as it deems expedient and may require such indemnities as it deems adequate to protect the Corporation from any claim that may be made against it with respect to any such certificate alleged to have been lost or destroyed.

Section 4. Transfers of Shares: Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto, and the old certificate cancelled and the transaction recorded upon the books of the Corporation.

Section 5. Registered Shareholders: The Corporation shall be entitled to recognize the exclusive right of a person registered on its transfer or registration books as the owner of shares to receive dividends and to vote as such owner and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of New Jersey.

ARTICLE VI - BOOKS AND ACCOUNTS

Section 1. Books and Records: The Corporation shall keep books and records of account and minutes of the proceedings of the Shareholders and Board of Directors. Such books, records and minutes may be kept outside the State of New Jersey. The Corporation shall keep at its principal office, its registered office, or at the office of a transfer agent, a record or

records containing the names and addresses of all Shareholders, the number, class and series of shares held by each and the dates when they respectively became the owners of record thereof.

Section 2. Financial Statements: Upon the written request of any Shareholder, the Corporation shall mail such Shareholder its balance sheet as at the end of the preceding fiscal year and its profit and loss and surplus statement for such fiscal year.

Section 3. Inspection: Any person who shall have been a Shareholder of record of the Corporation for at least six (6) months immediately preceding his demand, or any person holding, or so authorized in writing by the holders of, at least five percent (5%) of the outstanding shares of any class or series, upon at least five (5) days' written demand shall have the right for any proper purpose to examine in person or by agent or attorney, during usual business hours, the minutes of the proceedings of the Shareholders and record of Shareholders and to make extracts therefrom, at the places where the same are kept pursuant to Article VI, Section 1 hereof.

ARTICLE VII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Right to Indemnification: Each person who was or is made a party or is threatened to be made a party to or is

involved in any action, suit or proceeding as a witness or otherwise (hereinafter a "proceeding"), whether civil, criminal, administrative, arbitratve or investigative, including, without limitation, an action or suit by or in the right of the Corporation, by reason of the fact that he or a person of whom he is the legal representative, is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, sole proprietorship, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as Director or officer, or in any other capacity, shall be indemnified and held harmless by the Corporation to the fullest extent and manner authorized or permitted by the laws of the State of New Jersey, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, penalties, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection

therewith and such indemnification shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of his heirs, executors and administrators; provided, however, that, except as provided in Section 4 hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article VII shall be a contract right and each person to whom this right to indemnification applies shall be a third party beneficiary of such right and shall be entitled to enforce against the Corporation all indemnification and other rights granted to such person by this Article. Such right shall include the right to be paid by the Corporation the expenses incurred in any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a Director or officer in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or officer is not entitled to be indemnified under this Article VII or

otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees, agents or fiduciaries of the Corporation or to any person who is or was serving at the request of the Corporation as an employee, agent or fiduciary of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to any employee benefit plan, with the same or lesser scope and effect as set forth herein and in the other Sections of this Article VII. If and to the extent that the laws of the State of New Jersey require that indemnification be provided in a given instance only if the person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful, then termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. Denial of Right to Indemnification:

Indemnification under Section 1 of this Article VII shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of a Director or officer is not proper in the circumstances because of grounds for denying indemnification under this Article VII or under applicable law, including that a judgment or other final adjudication adverse to the Director or officer has established that his acts or failures to act (a) were in breach of his duty of loyalty to the Corporation or its shareholders, (b) were not in good faith or involved a knowing violation of law or (c) resulted in receipt by the Director or officer of an improper personal benefit. Such determination may be made only (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding ("Disinterested Directors"), or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of Disinterested Directors so directs, by independent legal counsel in a written opinion or (iii) by the Shareholders. Failure to make a reasonable and prompt determination that indemnification or advancement of expenses is not proper shall constitute authorization by the Board of Directors of the Corporation of indemnification or advancement of expenses.

Section 3. Expenses in Successful Defense:

Notwithstanding any other provisions of this Article VII, to the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in any proceeding referred to in Section 1 of this Article VII or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Right of Claimant to Bring Suit: If a claim under Section 1 of this Article VII is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter apply to a court for an award of indemnification against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the laws of the State of New Jersey for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such

defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its Shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of New Jersey, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its Shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 5. Non-Exclusivity of Rights: The rights to indemnification and the payment of expenses incurred in a proceeding in advance of its final disposition conferred in this Article VII shall not be exclusive of any right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-Law, agreement, vote of Shareholders or Disinterested Directors or otherwise.

Section 6. Insurance: The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee, agent or fiduciary of the Corporation or another corporation, or of a partnership, joint venture, trust

or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the laws of the State of New Jersey. The Corporation may purchase such insurance from, or such insurance may be reinsured in whole or in part by, an insurer owned by or otherwise affiliated with the Corporation, whether or not such insurer does business with other insureds.

Section 7. Interpretation: For purposes of this Article:

(a) References to "the Corporation", upon written resolution of the Corporation's Board of Directors shall include, in addition to the Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, shall after such written resolution for purposes of this Article VII be deemed to hold the same position in the Corporation as he held in such constituent corporation.

(b) A person who acted in good faith and in a

manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VII.

Section 8. Amendment or Repeal: This Article VII may hereafter be amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is or was a Director or officer to obtain indemnification or advancement of expenses with respect to a proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal, which date cannot be retroactive.

ARTICLE VIII - MISCELLANEOUS PROVISIONS

Section 1. Monetary Disbursements: All checks or demands for money and notes of the Corporation shall be signed by such Officer or Officers as the Board of Directors may from time to time designate.

Section 2. Fiscal Year: The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 3. Dividends: The Board of Directors may, from

time to time, declare and pay dividends and make other distributions upon the Corporation's outstanding shares to such extent as they deem advisable, in the manner and upon the terms and conditions provided by the laws of the State of New Jersey.

Section 4. Giving Notice: Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail. If notice is given by mail, the notice shall be deemed to be given when deposited in the mail addressed to the person to whom it is directed at his last address as it appears on the records of the Corporation, with postage prepaid thereon. In computing the period of time for the giving of any notice required or permitted by statute, or by the Certificate of Incorporation or these By-Laws or any resolution of Directors or Shareholders, the day on which the notice is given shall be excluded, and the day on which the matter noticed is to occur shall be included.

Section 5. Seal: The Corporate Seal shall have inscribed thereon the words "Corporate Seal" and may have inscribed thereon the name of the Corporation, the year of its organization, and the state of its incorporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE IX - AMENDMENTS

Section 1. Amendments: The Board of Directors of the Corporation shall have the power to make, alter and repeal these By-Laws, but By-Laws made by the Board of Directors may be altered or repealed, and new By-Laws made, by the Shareholders.