

EXECUTIVE COMMITTEE **CHARTER**

(Effective May 19, 2005)

COMPOSITION

The Executive Committee ("Committee") is a standing committee of the Board of Directors comprised of directors named from time to time by the Board. The Secretary of the corporation shall act as secretary of the Committee.

MEETINGS

The Committee shall meet at the call of the Chairman of the Board of Directors or the Chairman of the Committee.

FUNCTIONS

The Committee shall have and may exercise all of the Board's powers and authority in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it, but the Executive Committee shall not have the power or authority in reference to the following matters (i) approving or adapting, or recommending to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval, or (ii) adapting, amending or repealing any By-law of the corporation.

The Committee shall, within the limits of its authority, act on behalf of the Board of Directors between regular meetings of the Board or at such times as the business of the corporation so requires.