

EXECUTIVE COMMITTEE CHARTER
as of February 12, 2004

The Executive Committee shall, in the intervals between meetings of the full Board of Directors, have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, EXCEPT

The Executive Committee shall NOT have the authority to:

1. Approve, adopt, or recommend to the stockholders, any action or matter expressly required by DGCL to be submitted to stockholders for approval, including but not limited to:
 - Amendments to the Certificate of Incorporation.
 - Dissolution of the company.
 - Merger or consolidation of the company.
 - Sale, lease or exchange of all or substantially all of the company's property or assets.
2. Adopt, amend or repeal the Bylaws of the Company.
3. Take any action that, pursuant to resolution of the Board, is reserved to any other committee of the Board of Directors.