

AXIOS, INC.

CONSENT IN LIEU OF SPECIAL MEETING OF SHAREHOLDERS

EFFECTIVE AUGUST 1, 2011

Pursuant to Section 13.1-657 of the Code of Virginia, the undersigned Shareholder of Axios, Inc. (the "Corporation"), a Virginia corporation, consents to the following action, effective August 1, 2011, as evidenced by this written Consent:

AMENDMENT AND RESTATEMENT OF BYLAWS

The undersigned Shareholder of the Corporation finds it to be in the best interests of the Corporation to amend the Bylaws of the Corporation to make beneficial improvements to numerous provisions and to restate the Bylaws of the Corporation in their entirety for ease of references. Accordingly, the undersigned Shareholder consents to the amendment and restatement of the Bylaws of the Corporation in the form of the Amended and Restated Bylaws presented herewith.

FILING WITH CORPORATE RECORDS

The Secretary of the Corporation is directed to file this Consent with the records of actions taken by the Shareholders of the Corporation.

SHAREHOLDER

DATE

PRINTED NAME