

AXIOS, INC.

A VIRGINIA STOCK CORPORATION

AMENDED AND RESTATED BYLAWS

As amended and restated in their entirety by the Shareholders on August 1, 2011.

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AXIOS, INC.

A VIRGINIA STOCK CORPORATION

BYLAWS

AMENDED AND RESTATED IN THEIR ENTIRETY
ON AUGUST 1, 2011

ARTICLE 1: OFFICES AND REGISTERED AGENT

Section 1.1 Principal Office

The Corporation shall continuously maintain a principal office within or without Virginia at which records of the Corporation (except for records maintained at the registered office) shall be maintained and made available for inspection by the Shareholders and Directors as appropriate. The principal office of the Corporation may be changed at any time by action of the Board of Directors.

Section 1.2 Registered Office

The Corporation shall continuously maintain a registered office in Virginia for service of legal process and other official papers as required by law. The registered office of the Corporation may be changed at any time as permitted by law.

Section 1.3 Other Offices

The Corporation may maintain other offices within or without Virginia as authorized by the Board of Directors.

Section 1.4 Registered Agent

The Board of Directors shall appoint and continuously maintain a registered agent in Virginia, who satisfies the statutory requirements, as required by law. The registered agent of the Corporation may be changed at any time by action of the Board of Directors.

ARTICLE 2: SHARES AND SHAREHOLDERS

Section 2.1 Share Certificates

The Corporation shall issue a certificate or certificates, in a form approved by the Board of Directors, certifying the number and class of shares owned by each Shareholder. The President or a Vice President and the Secretary or an Assistant Secretary shall sign the certificates.

Section 2.2 Legends

At all times when the shares of the Corporation are not publicly traded, each certificate representing shares issued by the Corporation shall bear the following legend on the reverse side of the certificate:

THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE BEEN PURCHASED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR ANY STATE SECURITIES LAWS. THE SHARES MAY NOT BE TRANSFERRED OR OTHERWISE DISPOSED OF UNLESS THEY HAVE BEEN

REGISTERED UNDER SUCH ACT AND ALL SUCH APPLICABLE LAWS OR AN EXEMPTION FROM REGISTRATION IS AVAILABLE.

Certificates representing shares issued by the Corporation shall bear any other appropriate legends, such as legends referring to shareholders agreements, employee stock agreements, etc.

Section 2.3 Replacement Certificates

In the event of the loss, mutilation, or destruction of any certificate representing shares issued by the Corporation, a replacement certificate may be issued upon any terms prescribed by the Board of Directors which are not in conflict with applicable law.

Section 2.4 Transfer Of Shares

The Board of Directors may adopt any policies it deems expedient for the issue, registration, and transfer of shares.

Section 2.5 Distributions

The Board of Directors may authorize, and the Corporation may pay or make, dividends and other distributions to the Shareholders as the Board deems prudent in light of the financial condition of the Corporation. No distribution may be made, however, if it would result in the Corporation being unable to pay its debts as they become due in the usual course of business or if it would cause the Corporation's total assets to be less than the sum of its liabilities plus the preferential rights upon dissolution of the shares whose preferential rights are superior to those of the shares receiving the distribution.

Section 2.6 Record Date

The Board of Directors may fix in advance a record date for one or more voting groups in order to make a determination of Shareholders for any purpose. The record date shall be not more than 70 days before the meeting or action requiring a determination of Shareholders. If no record date is fixed by the Board, the record date for determination of Shareholders shall be:

- (a) with respect to an Annual Meeting or a special meeting called by the President or the Board of Directors, the day before the first notice of the meeting is delivered to Shareholders;
- (b) with respect to a special meeting demanded by the Shareholders, the date the first Shareholder signs the demand;
- (c) with respect to payment of a share dividend, cash dividend or other distribution to Shareholders (other than one involving a repurchase or acquisition of shares), the date the Board of Directors authorizes the dividend or distribution;
- (d) with respect to action taken by written consent without a meeting, the date the first Shareholder signs the consent.

Section 2.7 Action By Vote At Meeting

The Shareholders may take any lawful action by vote at a duly constituted meeting of Shareholders.

Section 2.8 Proxies

A Shareholder may appoint another person or persons to vote on any issue properly before a meeting of Shareholders or otherwise to act for the Shareholder as proxy by means of a written appointment, executed by the Shareholder or the Shareholder's attorney in fact, and delivered to the Secretary or other person authorized to tabulate votes before or at the meeting at which the vote is held or before or at the time the action is taken. The writing

appointing a proxy may be delivered or transmitted by mail, courier, telegram, facsimile, electronic mail, or file transfer, or other means of electronic transmission which conveys, or enables the Secretary to print on readily available equipment and without undue effort or expense, a paper record of the proxy, provided that the transmission either sets forth or is submitted with information from which it can be determined that the appointment was authorized by the Shareholder. The Secretary or other person authorized to tabulate votes shall inspect all appointments of proxy and shall submit any questions as to the validity of a proxy to the Board of Directors. The Board may take any actions it deems appropriate to verify the validity of a proxy. An appointment of proxy is effective when received by the Secretary or other person authorized to tabulate votes and is valid for 11 months unless a longer period is expressly provided therein.

Section 2.9 Majority Required And Sufficient

Unless these Bylaws, the Articles of Incorporation, or applicable law provide otherwise, any issue properly before the Shareholders shall be determined by a majority of the votes cast at a duly constituted meeting, even if as a result of abstentions the number of votes cast is less than a quorum.

Section 2.10 Action Without Meeting

Any action required or permitted to be taken at a meeting of Shareholders may be taken without a meeting if: (1) the action is taken by Shareholders who have the voting power to cast at least the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary, under the Articles of Incorporation and Section 13.1-657 of the Code of Virginia or successor section, as amended, to authorize or take the action at a meeting at which all shareholders entitled to vote on the action were present and voted; and (2) the action is evidenced by one or more written consents describing the action taken, signed by the requisite Shareholders, stating the date of execution by each Shareholder, and delivered to the Secretary. When all signed consents necessary to take the action are in the possession of the Corporation, the action shall take effect according to the terms of the consent, which may include a specified effective date before or after the date of any signatures. A consent signed pursuant to this Section has the effect of a vote of Shareholders at a meeting and may be described as such in any document.

Section 2.11 Notice Of Action Without Meeting

If notice of any action proposed to be taken without a meeting is required to be given to non-voting Shareholders, the Secretary shall give non-voting Shareholders written notice of the proposed action at least 10 days before the action is taken. The notice shall contain or be accompanied by the same material that would have been required to be sent to non-voting shareholders in a notice of the meeting at which the proposed action would have been submitted to the Shareholders.

Section 2.12 Withdrawal Of Consent

A Shareholder may withdraw a consent described in this Article only by delivering written notice of withdrawal to the Corporation before all consents are in the possession of the Corporation.

Section 2.13 Shareholders Agreements

In case of a conflict between these Bylaws and any valid agreement entered among the Shareholders or among the Shareholders and the Corporation, the provisions of the agreement (provided they do not conflict with applicable law) shall prevail over any conflicting provisions of these Bylaws.

ARTICLE 3: MEETINGS OF SHAREHOLDERS

Section 3.1 Due Constitution

A meeting of Shareholders shall be duly constituted, and action taken at the meeting shall be effective, only if notice of the meeting is properly given to or waived by all Shareholders and a quorum is present.

Section 3.2 Quorum

The presence in person or by proxy of a majority of the outstanding voting shares of the Corporation shall constitute a quorum for all purposes at any meeting of Shareholders. The presence in person or by proxy of a majority of the outstanding shares of a particular voting group shall constitute a quorum for any action permitted to be taken by such voting group. Once a share is present for any purpose at a meeting of Shareholders, it is deemed present for quorum purposes for the remainder of the meeting and for any reconvening of the meeting after adjournment, unless a new record date is or is required to be set for the reconvened meeting. In the absence of a quorum, a majority of the voting shares present may adjourn the meeting to a new date, time, and place.

Section 3.3 Annual Meetings

The Annual Meeting of Shareholders, for the election of Directors and the transaction of other business, shall be held within three months of the end of each fiscal year.

Section 3.4 Special Meetings

A special meeting of Shareholders may be called at any time by the President, the Chairman of the Board of Directors, the Board of Directors, or the holders of record of at least 20% of the shares entitled to vote on the issue or issues to be considered at the meeting. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of Shareholders.

Section 3.5 Place Of Meetings

The Board of Directors may designate any place within or without Virginia for any meeting of Shareholders. If no designation is made, the place of meeting shall be the principal office of the Corporation in Virginia.

Section 3.6 Notice Of Meetings

The Corporation shall give written notice of the date, time, and place of each meeting of Shareholders, and any other information required by law, to each Shareholder entitled to vote at the meeting. Notice of a special meeting shall also state the purpose or purposes for which it was called. Notice shall be accompanied by a copy of any proposed amendment to the Articles of Incorporation, plan of merger or share exchange, terms of sale of assets, or articles of dissolution that are to be considered at the meeting.

Section 3.7 Manner Of Notice

Notice of each meeting of Shareholders shall be given by mail, personal delivery, facsimile transmission, or electronic mail and directed to the address, facsimile telephone number, or electronic mail address most recently provided to the Corporation by each Shareholder.

Section 3.8 Length Of Notice

Notice of each meeting of Shareholders shall be given not less than 10 days nor more than 60 days before the meeting date; provided, however, that notice of a meeting of Shareholders to approve any of the following items or transactions adopted by the Board of Directors shall be given not less than 25 days nor more than 60 days before the meeting date: (1) amendment and/or restatement of the Articles of Incorporation; (2) plan of merger, share exchange, domestication, or entity conversion; (3) sale, lease, exchange, or other

disposition of assets of the Corporation which requires shareholder approval under Virginia Code § 13.1-724 or successor, as amended; or (4) proposal to dissolve the Corporation.

Section 3.9 Waiver Of Notice

A Shareholder may waive notice of any meeting by delivering to the Secretary a written waiver of notice signed by the Shareholder. A Shareholder who attends a meeting waives objection to lack of notice or defective notice of the meeting, unless at the beginning of the meeting the Shareholder objects to holding the meeting or transacting business at the meeting. A Shareholder who attends a special meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes stated in the notice of the meeting, unless the Shareholder objects to consideration of the matter when it is first presented to the meeting.

Section 3.10 Conduct Of Meetings

At meetings of Shareholders, the President, or a person appointed by the President, or, in the absence of the President, a person chosen by majority of the voting shares present, shall act as Chairman of the meeting. The Secretary, or an Assistant Secretary, or any person designated by the Chairman, shall act as Secretary of the meeting.

Section 3.11 Voting

Voting at meetings of Shareholders shall be by voice vote or by ballot as the Chairman may decide, except that any Shareholder may demand that the vote on any question or election be by ballot. On matters that are voted on by ballot, the Corporation may accept written ballots, and it may also accept ballots submitted by electronic mail or other electronic submission by a shareholder or a shareholder's proxy, provided the electronic transmission sets forth or is submitted with information from which it can be determined that the electronic transmission was authorized by the submitting shareholder or the submitting shareholder's proxy.

Section 3.12 Telephone Meetings

Any or all Shareholders may attend a meeting of Shareholders by conference telephone, video conference, or any other means of communication which enables all persons participating in the meeting to hear one another simultaneously. Such attendance shall constitute presence in person at the meeting.

Section 3.13 Adjourned Meetings

If a meeting of Shareholders is adjourned to a different date, time, or place, no further notice need be given if the new date, time, and place are announced at the meeting before adjournment. If a meeting is adjourned to a date more than 120 days after the original meeting date, however, the Board of Directors shall fix a new record date for the meeting and proper notice shall be given to persons who are Shareholders as of the new record date. If a quorum is present at the reconvening of an adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called.

ARTICLE 4: BOARD OF DIRECTORS

Section 4.1 General Powers

Except as otherwise expressly required by these Bylaws, the Articles of Incorporation, a valid shareholder agreement, or law, the Board of Directors shall direct the management of the business and affairs of the Corporation and shall exercise or direct the exercise of all corporate powers.

Section 4.2 Qualifications

Directors need not be Shareholders of the Corporation, citizens of the United States, nor residents of Virginia.

Section 4.3 Number

The number of Directors shall be not less than one and not more than ten, as determined by the Shareholders. The number of Directors may be increased or decreased only by action of the Shareholders.

Section 4.4 Term Of Office

Directors shall be elected annually in the manner provided in these Bylaws. Each Director shall hold office until the Annual Meeting next following his or her election and until a successor has been elected and qualified, or until death, resignation, or removal. No decrease in the number of Directors by amendment to these Bylaws shall have the effect of shortening the term of any incumbent Director.

Section 4.5 Election

At each duly constituted Annual Meeting, the Shareholders shall elect the number of Directors designated in or in accordance with these Bylaws by plurality vote. In the election of Directors, except as may otherwise be provided in the Articles of Incorporation, each outstanding voting share, regardless of class, shall have one vote for as many persons as there are Directors to be elected at the time and for whose election the Shareholder in question has the right to vote. Unless the Articles of Incorporation so provide, Shareholders shall not have the right to cumulate their votes in elections of Directors.

Section 4.6 Resignation

A Director may resign at any time by written or oral notice to the President or the Secretary. A resignation shall take effect upon receipt or at a later time stated therein, unless conditioned on acceptance or any other event or circumstance.

Section 4.7 Removal

A Director may be removed, with or without cause, by vote of a majority of the shares entitled to vote for a successor at a duly constituted special meeting of Shareholders called for the purpose of removing the Director; subject, however, to any applicable, legally valid rights, restrictions, requirements, or terms provided in any agreement among two or more Shareholders.

Section 4.8 Vacancies

Any vacancy in the Board of Directors, other than a vacancy created by an increase in the number of Directors, may be filled for the unexpired term by majority vote of the Directors then in office, even though less than a quorum, at any meeting of the Board. A vacancy created by an increase in the number of Directors shall be filled only by the Shareholders.

Section 4.9 Compensation

By vote of a majority of the Directors fixed by these Bylaws, and irrespective of the personal interest of any Director voting thereon, the Board of Directors may determine that one or more Directors be reimbursed for expenses incurred in attending meetings of the Board, be paid a reasonable salary for service as Director, and/or be paid a reasonable fixed sum for attendance at each meeting of the Board.

Section 4.10 Committees

The Board of Directors may create one or more committees, appoint persons to serve on them, and assign tasks and delegate appropriate duties to them. Each committee shall

have at least one Director among its members at all times. All members of committees shall serve at the pleasure of the Board.

Section 4.11 Executive Committee

The Board of Directors may designate any two or more of their number, including in each case the President or Chief Executive Officer, to constitute an Executive Committee. During intervals between meetings of the Board, the Executive Committee, may exercise all of the powers of the Board of Directors in managing the business and affairs of the Corporation, except that the Executive Committee may not: approve or recommend to the Shareholders any action required by law to be approved by Shareholders; fill vacancies on the Board or any of its committees; amend the Articles of Incorporation; adopt, amend, or repeal any of these Bylaws; approve a plan of merger not requiring Shareholder approval; authorize or approve a distribution or dividend to Shareholders; authorize or approve the issuance, sale, or contract for sale of shares; or determine the designation and relative rights, preferences, and limitations of a class or series of shares. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 4.12 Action By Vote At Meeting

The Board of Directors may take any lawful action by vote at a duly constituted meeting of the Board.

Section 4.13 Majority Required And Sufficient

Unless otherwise provided by these Bylaws, the Articles of Incorporation, or law, any issue properly before the Board of Directors shall be determined by a majority of the votes cast at a duly constituted meeting, even if as a result of abstentions the number of votes cast is less than a quorum.

Section 4.14 Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all Directors and is evidenced by one or more written consents describing the action taken, signed by all Directors, stating the date of execution by each Director, and delivered to the Secretary. When the last Director signs the consent, the action shall take effect according to the terms of the consent, which may include a specified effective date before or after the date of any signatures. A consent signed pursuant to this Section has the effect of a unanimous vote of Directors at a meeting and may be described as such in any document.

Section 4.15 Withdrawal Of Consent

A Director may withdraw a consent described in the preceding Section only by delivering written notice of withdrawal to the Corporation before all consents are in the possession of the Corporation.

ARTICLE 5: MEETINGS OF DIRECTORS

Section 5.1 Due Constitution

A meeting of the Board of Directors shall be duly constituted, and action taken at the meeting shall be effective, only if any required notice of the meeting is properly given to or waived by all Directors, and a quorum is present.

Section 5.2 Quorum

The presence in person, by conference telephone or video conference, or by other means authorized in these Bylaws of a majority of the number of Directors designated in or in accordance with these Bylaws shall constitute a quorum for all purposes at any meeting of the Board. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a different date, time and/or place.

Section 5.3 Regular Meetings

Regular meetings of the Board of Directors may be held at the times and places fixed by the Board of Directors.

Section 5.4 Special Meetings

A special meeting of the Board of Directors may be called at any time by the President or by any two or more Directors.

Section 5.5 Place Of Meetings

The Board of Directors may hold meetings at places within or without Virginia as the Board determines.

Section 5.6 Notice Of Meetings

Unless required by resolution of the Board of Directors, notice of regular meetings of the Board need not be given. Written notice of each special meeting shall be given to each Director by mail, personal delivery, facsimile transmission, or electronic mail at least 24 hours before the meeting and shall state the date, time, and place of the meeting, but need not state the purposes of the meeting. Notice of the reconvening of an adjourned meeting need not be given if the new date, time, and place are announced at the meeting before adjournment, unless otherwise required by the Board.

Section 5.7 Waiver Of Notice

A Director may waive notice of any meeting by delivering to the Secretary a written waiver of notice signed by the Director. A Director who attends or participates in a meeting waives any required notice of the meeting unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.8 Conduct Of Meetings

The Chairman of the Board of Directors, or in the absence of the Chairman, the President, or in the absence of the President, a Director chosen by a plurality of the Directors present, shall act as Chairman of each meeting of the Board of Directors. The Secretary, or any person appointed by the Chairman, shall act as Secretary of the meeting.

Section 5.9 Voting

Voting at meetings of the Board of Directors or committees of the Board shall be done in a manner which enables the Secretary of the meeting to record the vote of each Director.

Section 5.10 Telephone Meetings

Any or all Directors may attend a meeting of the Board of Directors or of a committee of the Board by conference telephone or any other means of communication which enables all persons participating in the meeting to hear one another simultaneously. Such attendance shall constitute presence in person at the meeting.

ARTICLE 6: OFFICERS

Section 6.1 Officers

The Officers of the Corporation shall be a President, a Treasurer, and a Secretary. The Board of Directors may in its discretion elect a Chairman, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other agents. Officers need not be Directors or Shareholders. Unless prohibited by law, any number of offices may be held by the same person.

Section 6.2 Election And Term

All Officers shall be elected by plurality vote of the Board of Directors, shall serve at the pleasure of the Board of Directors, and shall hold office until the election and qualification of their successors, removal by the Board of Directors, resignation, incapacity, or death. Officers shall be elected at the first meeting of the Board of Directors after each Annual Meeting of Shareholders, or at any other time to fill a vacancy.

Section 6.3 Duties And Powers

Officers shall perform the duties assigned, and exercise only the powers expressly delegated, by these Bylaws, the Board of Directors, and any senior Officers.

Section 6.4 Resignation

An Officer or agent may resign at any time by written or oral notice to the President or the Secretary. A resignation shall take effect upon receipt or at a later time stated therein, unless conditioned on acceptance or any other event or circumstance.

Section 6.5 Removal

An Officer may be removed at any time with or without cause by the Board of Directors.

Section 6.6 No Contract Rights

The election or appointment of an Officer or agent shall not create any contract rights in favor of the person elected or appointed.

Section 6.7 Chairman

The Chairman of the Board of Directors, if one is elected, shall preside at all meetings of the Board of Directors and shall perform other duties assigned by the Board.

Section 6.8 President

The President shall be the principal executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall preside at all meetings of Shareholders and, in the absence of a Chairman of the Board of Directors, at all meetings of the Board. The President shall have general supervision, direction and control of the business of the Corporation and shall execute contracts and other corporate documents in the name of the Corporation. If both a Chief Executive Officer and a President are elected, the President shall have the powers and duties of the Chief Executive Officer in his or her absence.

Section 6.9 Chief Executive Officer

The Chief Executive Officer, if one is elected, shall have the general powers and duties of supervision and management delegated by the President in accordance with the policies and direction of the Board of Directors and the President.

Section 6.10 Chief Operating Officer

The Chief Operating Officer, if one is elected, shall exercise general supervision, direction, and control of the routine operations and administration of the business of the Corporation

in accordance with the policies and direction of the Board of Directors, the President, and/or the Chief Executive Officer.

Section 6.11 Chief Financial Officer

The Chief Financial Officer, if one is elected, shall oversee the financial activities of the Corporation, which shall include preparing financial reports, conducting financial planning, signing checks, monitoring the cash condition of the Corporation, and performing other duties assigned by the President or the Board of Directors.

Section 6.12 Vice Presidents

Vice Presidents, if any are elected, shall have the powers and perform the duties delegated by President or the Board of Directors.

Section 6.13 Treasurer

The Treasurer shall keep a complete and accurate account of all monies received and expended by the Corporation, have custody of all funds and securities of the Corporation, and deposit all funds of the Corporation in the bank or banks approved by the Board of Directors. The Treasurer shall make disbursements, report on the financial condition of the Corporation, and perform other duties assigned by the President or the Board of Directors.

Section 6.14 Secretary

The Secretary shall give all required notices of meetings of Shareholders or Directors and of other matters. The Secretary shall keep minutes of all meetings of the Shareholders and Directors, attest to and impress the corporate seal on corporate documents as appropriate, maintain the records of the Corporation, and perform other duties assigned by the President or the Board of Directors.

Section 6.15 Assistant Treasurers And Secretaries

Assistant Treasurers and Secretaries, if any, shall have the powers and perform the duties assigned by the President or the Board of Directors.

Section 6.16 Salaries

The salaries, if any, of Officers and agents of the Corporation shall be fixed by the Board of Directors. In the absence of action by the Board expressly fixing a salary for the Officer or agent in question, the Officers and agents of the Corporation shall serve without salary or other remuneration beyond what they might otherwise receive as employees or contractors of the Corporation.

Section 6.17 Disallowed Payments

If any payment to an Officer by or on behalf of the Corporation, such as salary, commission, bonus, interest, rent, entertainment, or other expense reimbursement, is disallowed in whole or in part as a deductible expense by the Internal Revenue Service, the Officer shall repay the Corporation the amount disallowed. The Board of Directors shall enforce repayment of each amount disallowed, and may permit, in lieu of repayment, withholding of portions of the Officer's future compensation until the amount owed to the Corporation has been recovered.

ARTICLE 7: AMENDMENTS

Section 7.1 By The Shareholders

The Shareholders may enact, amend, or repeal any Bylaw by majority vote at a duly constituted meeting of Shareholders, except as otherwise provided in this Section. The Shareholders may provide that certain Bylaws may only be amended, repealed, or re-enacted by

the Shareholders (as opposed to the Board of Directors) or by a specified percentage in interest of voting shares or of a particular voting group of shares, in which case the Bylaw in question may only be amended, repealed, or re-enacted by the vote so required.

Section 7.2 By The Directors

The Board of Directors may enact, amend, or repeal any Bylaw by majority vote at a meeting of the Board, except a Bylaw for which the Shareholders have reserved such power to themselves.

ARTICLE 8: MISCELLANEOUS

Section 8.1 Seal

The corporate seal of the Corporation shall contain the name of the Corporation, the year of its incorporation, and the words "Corporate Seal, Commonwealth of Virginia," and shall be in a form approved by the Board of Directors.

Section 8.2 Mailed Notices

All notices given by mail pursuant to these Bylaws shall be deemed to have been given at the time deposited in the United States mail, postage pre-paid, and addressed to the addressee at his or her last known address as shown in the records of the Corporation.

Section 8.3 Fiscal Year

The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 8.4 Books Of Account

The books of account of the Corporation shall be kept and annual financial statements shall be prepared on the basis of the fiscal year determined according to these Bylaws and the manner of reporting (*i.e.*, cash or accrual) determined by the Board of Directors.

Section 8.5 Loans

All loans to the Corporation, whether from Shareholders or otherwise, shall be made only if approved in advance by the Board of Directors and evidenced by interest-bearing promissory notes.

Section 8.6 Access To Records

The Secretary shall permit reasonable access to any qualified, requesting Shareholder to all records of the Corporation to which the Shareholder is entitled under law.

Section 8.7 Voting Of Shares Held

Unless otherwise directed by the Board of Directors, the President or his designee shall vote any shares of another corporation which are owned by this Corporation and may attend any meetings of the shareholders of such other corporation.

Section 8.8 Signature Of Checks And Drafts

Checks, drafts, and other orders for the payment of money shall be signed by the person or persons authorized by the Board of Directors or the Executive Committee. The signature of any such person may be facsimile when authorized by the Board of Directors or the Executive Committee.

CERTIFICATE OF SECRETARY

The undersigned Secretary of Axios, Inc. certifies that the foregoing Bylaws were duly adopted by the Shareholders as the Amended and Restated Bylaws of Axios, Inc. on August 1, 2011.

William L. Wiggs, Secretary

[CORPORATE SEAL]