

**ACTION TAKEN UPON UNANIMOUS
WRITTEN CONSENT OF THE
ORGANIZER AND DIRECTORS
OF
ITS TENNESSEE, INC.**

Effective June 30, 2006

The undersigned persons, in their respective capacities of incorporator and the directors of ITS Tennessee, Inc. (the "Corporation"), as the same appear by their signatures, take the following actions in organizing the Corporation, the Charter of the Corporation having been filed with the Tennessee Secretary of State on June 30, 2006.

I. ACTS OF INCORPORATORS

1.1 Resignation of Incorporator. The Incorporator hereby resigns his position as Incorporator of the Corporation, effective as of June 30, 2006.

II. ACTS OF DIRECTORS

2.1 Approval. The following resolution is hereby accepted and adopted:

RESOLVED, that the acts of the Incorporator by the written consent contained in this instrument are hereby approved and the Incorporator's resignation is hereby accepted and approved.

2.2 Certificate of Incorporation. The following resolution is hereby accepted and adopted:

RESOLVED, that the Charter of the Corporation, as filed on the 30th day of June, 2006, in the Office of the Secretary of State of the State of Tennessee, and as subsequently recorded at the Office of the Register of Deeds of Davidson County, Tennessee, be, and the same hereby are, confirmed, approved and ratified, and said Charter, together with the original receipt showing payment of the statutory organization tax and filing fee, shall be placed in the Minute Book of the Corporation.

2.3 Bylaws. The following resolution is hereby accepted and adopted:

RESOLVED, the Bylaws of ITS Tennessee, Inc. in the form presented to the Board of Directors for consideration are adopted as the Bylaws of the Corporation.

2.4 Organization Expenses. The following resolution is hereby accepted and adopted:

RESOLVED, the President is hereby authorized to pay, as expenses of the Corporation, all charges and expenses incident to or arising out of its organization, and to reimburse any person who has made any disbursement therefor.

2.5 Officers. The following resolution is hereby approved and adopted:

RESOLVED, that the following officers be, and they hereby are, elected to serve for the ensuing year or until their successors are elected and qualified, each to serve at the pleasure of the Board:

David Stansell	President
Carl Baughman	Vice President
Marshall Elizer	Secretary
Gupta Borra	Treasurer

2.6 Depository Account. The President and the Secretary-Treasurer of the Corporation are hereby authorized to open an account in the name of the Corporation at the federally insured depository institution(s) they shall select, as set forth in the following resolutions:

RESOLVED, that an account or accounts of any of the following designated as certificates of deposit, demand, time, money market, or savings account be opened and maintained with a federally insured depository institution selected by the Secretary and approved by the President (the "Bank") in which funds of the Corporation may be deposited subject to withdrawal or charge at any time and to the withdrawal restrictions of the Bank; subject to the Bank's present and future regulations for each account; all withdrawals from any one of the accounts to be upon instruments or orders for the payment of money when made, drawn or accepted by any two of the following officers of the Corporation:

President
Secretary
Treasurer

provided, that the Bank need not inquire into the circumstances of issuance of such instruments or orders or the disposition of proceeds, even if such instruments or orders are drawn or endorsed to the order of any person who made or accepted them, or to bearer, or cash or payable to the Bank or others for such person's account; that the endorsement of deposited items or instruments may be made in writing or by stamp without designation of the person so endorsing; and that anyone affixing the Corporation's endorsement may also waive demand, protest, and notice of protest or dishonor.

2.7 Board of Directors Meeting. The following resolution is hereby adopted:

RESOLVED, that the regular meetings and annual meeting of the Board of Directors of the Corporation shall be held on such dates, at the Corporation's registered office or such other place and at such time as the Board may direct.

2.8 Recognition of Exemption. The following resolution is hereby adopted:

RESOLVED, that the officers of the Corporation are authorized to take such actions and to file such applications as may be necessary to obtain recognition of the Corporation as a non-profit exempt organization with the Internal Revenue Service and any other state or local agencies.

2.9 Fiscal Year. The following resolution is hereby adopted:

RESOLVED, that the Corporation's annual accounting period shall end on the 31st day of December of each year.

2.10 Members. The following resolution is hereby adopted:

RESOLVED, that the Corporation shall not have members.

2.11 Board of Directors. The following resolution is hereby adopted:

RESOLVED, the following persons are hereby elected to serve as the directors of the Corporation for the Corporation's fiscal year commencing on the date of incorporation, and continuing through the date set forth below, or until his or her successors shall be duly elected, to serve in accordance with the provisions of the Corporation's Bylaws:

Mal Baird	Tiger Harris
John Benditz	Richard Merrill
Rodney Chester	Steve Meyer
Jonathon Cleghon	Richard Phillips
Teresa Estes	Anthony Todd
Ali Fahangi	

This instrument may be executed in any number of multiple counterparts and signature pages, all of which taken together shall constitute one and the same instrument. This instrument shall be included in the minute book of the Corporation.

[The remainder of this page left blank intentionally.
Signature page follows.]

IN WITNESS WHEREOF, the undersigned execute this Written Consent on the date appearing on the first page, and the Secretary of the Corporation shall place it in the Minute Book of the Corporation. All of the undersigned by execution of these minutes waive any and all rights to notice with respect to the actions contained herein and vote in favor of the above resolutions.

INCORPORATOR:

Trace Blankenship, Incorporator

DIRECTORS:

Mal Baird

John Benditz

Rodney Chester

Jonathon Cleghon

Teresa Estes

Ali Farhangi

Tiger Harris

Richard Merrill

Steve Meyer

Richard Phillips

Anthony Todd