

**BY-LAWS OF
OI PARTNERS, INC., A DELAWARE CORPORATION**

The following are the By-laws of the Corporation and should govern the rules and conduct of the business of the Corporation, except to the extent that the Delaware Corporation Law, as in effect from time to time, or the Certificate of Incorporation of the Corporation, as from time to time amended differ. These By-laws shall also apply, to the extent provided herein, to the relationship between the Corporation and licensees of the Corporation's trademarks and trade names, whether or not stockholders of the Corporation (each, a "Partner Firm", and together, the "Partner Firms").

ARTICLE 1

OFFICES

1.1 Registered Office. The registered office of the Corporation shall be Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and the name of the registered agent at such address is The Corporation Trust Company.

1.2 Additional Offices. The Corporation may also have offices at such other places, either within or without the State of Delaware, as the Board of Directors may from time to time designate or the business of the Corporation may require.

ARTICLE 2

MEETINGS OF STOCKHOLDERS AND PARTNER FIRMS

2.1 Place of Meeting. All meetings of the stockholders for the election of the "Elected Directors" (as defined below) shall be held at the principal office of the Corporation or at such place as may be fixed from time to time by the Board of Directors (the "Board") or at such other place either within or without the State of Delaware as shall be designated from time to time by the Board and stated in the notice of the meeting. Meetings of stockholders or Partner Firms for any purpose may be held at such time and place within or without the State of Delaware as the Board may fix from time to time and as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

2.2 Annual Meeting. Annual meetings of stockholders shall be held each year at such date and time as stated in the notice of the meeting. At such annual meetings, the stockholders shall elect members to the Board and transact such other business as may properly be brought before the meetings. An annual meeting of Partner Firms shall be held in conjunction with each annual meeting of the stockholders.

2.3 Special Meetings. Special meetings of the stockholders or Partner Firms may be called for any purpose or purposes, unless otherwise prescribed by the statute or by the certificate of Incorporation, at the request of the Chairman of the Board of Directors, the President or the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting.

2.4 Notice of Meeting. Written notice of stockholders' or Partner Firm meetings, stating the place, date, and time of the meetings and the purpose or purposes for which the meeting is called, shall be given to each stockholder or Partner Firm entitled to vote at such meetings not less than ten (10) nor more than sixty (60) days prior to the meeting.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

2.5 Business Matter of a Special Meeting. Business transacted at any special meeting of stockholders or Partner Firms shall be limited to the purposes stated in the notice.

2.6 List of Stockholders. The officer in charge of the stock ledger of the Corporation or the transfer agent shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meetings arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meetings, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, at a place within the city where the meeting is to be held, which place, if other than the place of the meeting, shall be specified in the notice of the meeting. The list shall also be produced and kept at the place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present is person thereat. A list of Partner Firms who are not stockholders shall also be maintained by the same officer and be made similarly available for inspection by any Partner Firm.

2.7 Organization and Conduct of Business. The Chairman of the Board or, in his or her absence, the Vice Chairman, or, in his or her absence, the President of the Corporation or, in their absence, such person as the Board may have designated or, in the absence of such a person, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the stockholders or Partner Firms and act as Chairman of the meeting. In the absence of the Secretary of the Corporation, the Secretary of the meeting shall be such person as the Chairman appoints.

The Chairman, or designated Chairman, of any meeting of stockholders or Partner Firms shall determine the order of business and the procedure at the meeting, including such regulation of the manner of voting and the conduct of discussion as seems to him or her in order.

2.8 Quorum and Adjournments. (a) The holders of a majority of the stock issued and outstanding and entitled to vote, present in person or represented in proxy, shall constitute a quorum at all meetings of the stockholders.

(b) The presence, in person or by proxy of representatives of at least 50% of the Partner Firms shall constitute a quorum for all meetings of Partner Firms.

(c) The stockholders or Partner Firms present at a duly called or held meeting of stockholders or Partner Firms, as the case may be, at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough stockholders or Partner Firms to have less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the shares required to constitute a quorum. At such adjourned meeting at which a quorum is present or represented at any meeting of the stockholders or Partner Firms, the stockholders or Partner Firms entitled to vote thereat who are present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.

2.9 Voting Rights. Each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder. Each Partner Firm shall at any meeting of Partner Firms be entitled to one (1) vote per firm.

2.10 (a) Majority Vote. (i) When a quorum is present at any meeting of stockholders, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy on such question shall decide any question brought before such meeting, and (ii) at any meeting of Partner Firms, the vote of a majority of the Partner Firms present in person or represented by proxy on such question shall decide the question brought before the meeting, unless (iii) in either case the question is one upon which by express provision of the statutes or of the Certificate of Incorporation or of these By-laws, a different vote is required in which case such express provision shall govern and control the decision of such question.

(b) The approval of the holders of two-thirds (2/3) of the Corporation's stock having voting power present in person or represented by proxy and voting on such question shall be required for (i) approval of the Board of Directors' recommendation for termination of the relationship with any stockholder or Partner Firm, (ii) acceptance of a new stockholder, (iii) approval of any change of control of 51% or more of a Partner Firm that is a Stockholder, (iv) approval of a merger, acquisition, dissolution or change in corporate structure of the Corporation, (v) amendment of these By-laws, the Stockholders' Agreement among the Corporation and its stockholders or the Trademark, Service Mark and Trade Name License Agreement between the Corporation and each of its licensee. The approval of two thirds (2/3) of the Partner Firms represented in person or by proxy and entitled to vote shall be required to approve (i) the admission of a new Partner Firm, and (ii) any change of control of a Partner Firm that is not a Stockholder. A vote requiring 2/3 of stock or Partner Firms shall be conducted by paper ballot.

(c) Action Without Meeting. Any action that may be taken hereunder at a meeting of the stockholders or Partner Firms may be taken by written consent in lieu of a duly noticed and called meeting as follows: a consent or consents in writing, in form approved by the Board of Directors, setting forth the action so taken, shall be signed by the holders of outstanding stock or by Partner Firms having not less than the minimum number of votes (e.g. majority or two-thirds) of all shares or Partner Firms entitled to vote. For purposes of determining the minimum number of votes, it is assumed that all shares and Partner Firms were present and voted. The foregoing provision shall apply to any written ballots (other than proxies) circulated by the Corporation. The Secretary of the Corporation shall provide written notice of such action to all of the stockholders or Partner Firms promptly after receipt of such written consents, such notice to be delivered in conformity with these By-laws.

(d) Partner Firm Votes. All questions not reserved by law, the Certificate of Incorporation or these By-laws to the stockholders shall be decided by vote of Partner Firms with headquarters offices located in the Americas.

2.11 Record Date for Notice and Voting. For purposes of determining the stockholders or Partner Firms entitled to notice of any meeting or to vote, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution, or entitled to exercise any right in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of any such meeting nor more than sixty (60) days before any other action.

If the Board does not so fix a record date, the record date for determining stockholders or Partner Firms entitled to notice of or to vote at a meeting of stockholders or Partner Firms shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held, and the record date for determining the stockholders or Partner Firms entitled to vote by written consent shall be the date on which written consents setting forth the action to be taken are mailed to the stockholders or Partner Firms.

2.12 Proxies. Every stockholder or Partner Firm entitled to vote for directors or on any other matter shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the stockholder's or Partner Firm's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the stockholder or Partner Firm or the stockholder's or Partner Firm's attorney-in-fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked, or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven months from the date of the proxy, unless otherwise provided in the proxy.

2.13 Inspectors of Election. Before any meeting of stockholders the Board may appoint any person other than nominees for office to act as inspectors of election at the meeting or its adjournment. If no inspectors of election are so appointed, the Chairman of the meeting may, and on the request of any stockholder or a stockholder's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If inspectors are appointed at a meeting on the request of one or more stockholders or proxies, the holders of a majority of shares or their proxies present at the meeting shall determine whether one (1) or three (3) inspectors are to be appointed. If any person appointed as inspector fails to appear or fails or refuses to act, the Chairman of the meeting may, and upon the request of any stockholder or a stockholder's proxy shall, appoint a person to fill that vacancy.

ARTICLE 3

DIRECTORS

3.1 Number and Selection. The number of directors which shall constitute the whole Board shall be nine (9), with any change in numbers of directors to be approved by the stockholders in accordance with Section 2.10 (a)(i) or (c) of these By-laws. The nine (9) Directors shall be elected by the stockholders in three classes for three-year terms. At each annual meeting of the stockholders, the stockholders shall approve the election of three (3) directors for that class of directors whose terms are then expiring (the "Elected Directors") plus any other vacant positions, except as provided in Section 3.2. Each director so elected shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Directors must be directors, officers and/or principals of stockholder firms.

3.2 Resignation and Vacancies. A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any director, or if the authorized number of directors is increased. Vacancies among the Elected Directors will be filled by election by shareholders when more than six months is left in a term. If the remainder of the term is less than six months, the position shall remain vacant until the next election of Directors, unless an election is required to maintain a minimum of seven directors, in which circumstance the Board can appoint a director to fill the vacancy. If there are no directors in office, then an election of directors may be hold in the manner provided by statute.

3.3 Removal of Directors. Any director or the entire Board may be removed, with or without cause, by the holders of at least a majority of the shares entitled to vote at an election of directors.

3.4 Powers. The business of the Corporation shall be managed by or under the direction of the Board which may exercise all such powers of the Corporation and do all such lawful acts and things which are not by statute or by the Certificate of Incorporation or by these By-laws directed or required to be exercised or done by the stockholders.

Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

A. Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Certificate of Incorporation, and with these By-laws; fix their compensation; and require from them security for faithful service.

B. Confer upon any officer the power to appoint, remove and suspend subordinate officers, employees and agents.

C. Change the principal executive office or the principal business office in any other state from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or without the State of Delaware; and designate any place within or without the State of Delaware for the holding of any stockholders meeting, or meetings, including annual meetings.

D. Adopt, make, and use a corporate seal; prescribe the forms of certificates of stock; and alter the form of the seal and certificates.

E. Authorize the issuance of shares of stock of the Corporation on any lawful terms, in consideration of money paid, labor done, services actually rendered, debts or securities cancelled, tangible or intangible property actually received.

F. Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

G. Declare dividends from time to time in accordance with law.

H. Adopt from time to time such stock option, stock purchase, bonus or other compensation plans for directors, officers, employees and agents of the Corporation and its subsidiaries as it may determine.

I. Adopt, amend and replace from time to time rules and regulations not inconsistent with these By-laws for the management of the Corporation's business and affairs, including the "OI Partners" distribution system of stockholder and Partner Firms, including but not limited to:

(i) Rules and business practices governing the relationship of the Corporation's stockholders and Partner Firms in the conduct of their business relations with the Corporation and each other, as currently embodied in, but not limited to, the following documents attached to these By-laws: the "Commitments Required of a Partner Firm to Become and Continue to Be an OIP Partner Firm", "When Partner Firm Commitments Are Not Being Met", "Commitments Required of OI Partners, Inc. To Its Partner Firms", "Procedure for Admission of New Stockholders", and "Change In Ownership Process", as they may be adopted and amended from time to time; and

(ii) Establishing assessments of Partner Firms of the "OI Partners" distribution system based on market size levels or other measures, special assessments that may be necessary or advisable from time to time to fund the activities of the Corporation in the best interests of all Partner Firms participating in the "OI Partners" distribution system.

(iii) Establishing procedures for suspension of Partner Firms from active involvement in OI Partners for: non-payment of assessments, fees, referral fees or any other authorized charge; failure to meet quality or Trademark License standards; or any other criteria set by the Board and approved by 2/3 of the Partner Firms.

(iv) Setting referral targets by market area and establishing reporting criteria.

(v) Require an Annual Ownership Form to be completed.

3.5 Place of Meetings. The Board may hold meetings, both regular and special, either within or without the State of Delaware.

3.6 Annual Meetings. The annual meetings of the Board shall be held with the annual meeting of stockholders and Partner Firms, and no notice of such meeting shall be necessary to the Board, provided a quorum shall be present. The annual meetings shall be for the purposes of organization, and an election of officers and the transaction of other business.

3.7 Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as may be determined from time to time by the Board.

3.8 Special Meetings. The Chairman of the Board, the President, or a majority of the Board upon three (3) days notice to each director may call special meetings of the Board.

3.9 Quorum and Adjournments. At all meetings of the Board, a majority of the directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board. If a quorum is not present at any meeting of the Board, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting at which the adjournment is taken, until a quorum shall be present. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved of by at least a majority of the required quorum for that meeting.

3.10 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board or of any Division, Task Force, or committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

3.11 Telephone Meetings. Any member of the Board or any Division, Task Force, or committee may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

3.12 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.13 Fees and Compensation of Directors. The Board shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board and may be paid a fixed sum for attendance at each meeting of the Board or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees or Divisions may be allowed compensation for attending committee or Division meetings, as determined from time to time by the Board of Directors.

3.14 Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and also of its subsidiary corporations, domestic or foreign. Such inspection by a director may be made in person or by agent or attorney and includes the right to copy and obtain extracts.

ARTICLE 4

COMMITTEES OF DIRECTORS

4.1 Selection. The Board may, by resolution passed by a majority of the entire Board, designate one or more committees or Divisions, each committee or Division to consist of one or more of the directors of the Corporation. The board may designate one or more directors as alternate members of any committee or Division, who may replace any absent or disqualified member at any meeting of the committee or Division.

In the absence or disqualification of a member of a committee or Division, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the board to act at the meeting in the place of any such absent or disqualified member.

4.2 Power. Any such committee or Division, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board 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; except as limits may be placed by the Board, but no such committee or Division shall have the power or authority in reference to amending the Certificate of Incorporation, (except that a committee or Division may, to the"

extent authorized by the Board in the resolution or resolutions providing for the issuance of shares of stock adopted by the Board as provided in Section 151 (a) of the General Corporation Law of Delaware, fix any of the preference or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes of stock of the Corporation) adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the stockholders a dissolution of the Corporation or a revocation of dissolution, removing or indemnifying directors, or amending the By-laws of the Corporation; and, unless the resolution or the Certificate of Incorporation expressly so provides, no such committee or Division shall have the power or authority to declare a dividend or to authorize the issuance of stock or to adopt a certificate of ownership and merger. Such committees or Divisions shall have such name or names as may be determined from time to time by resolution adopted by the Board.

4.3 Committee Minutes. Each committee or Division shall keep regular minutes of its meetings and report the same to the Board when required.

ARTICLE 5

OFFICERS

5.1 Officers Designated. The officers of the Corporation shall be chosen by the Board and shall be a Chair, a Secretary and a Treasurer. The Board may also choose a Vice Chairman, one or more Vice Presidents, and one or more assistant Secretaries and assistant Treasurers or CFO. Any number of offices may be held by the same person, unless the Certificate of Incorporation or these By-Laws otherwise provide.

5.2 Appointment of Officers. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of 5.3 or 5.5 of this Article 5, shall be appointed by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

5.3 Subordinate Officers. The Board may appoint, and may empower the Chair to appoint, such other officers (including a chief operating officer, referred to herein as the "President" and one or more Vice Presidents) and agents as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the By-laws or as the Board or Chair may from time to time determine.

5.4 Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by an affirmative vote of the majority of the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by any officer upon whom such power or removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the

resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

5.5 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-laws for regular appointment to that office.

5.6 Compensation. The Board shall fix the salaries of all officers of the Corporation from time to time and no officer shall be prevented from receiving a salary because he is also a director of the Corporation.

5.7 The Chair of the Board. The Chair of the Board shall, if present, perform such other powers and duties as may be assigned to him or her from time to time by the Board. The Chair of the Board shall also be the Chief Executive Officer of the Corporation, if so designated by the Board, and as such shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He or she shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

5.8 The Vice Chair of the Board. The Vice Chair of the Board, if such officer is elected by the Board, shall perform such other duties as may be assigned to him or her from time to time by the Chair and or the Board. In the absence of the Chair, the Vice Chair will act as Chair at the Board meetings.

5.9 The Vice Presidents. The Vice Presidents shall report to and be under the supervision of the Board of Directors and the Chair except as otherwise determined by a resolution of the Board of Directors. The Vice President(s) shall perform such other duties and have such other powers as may from time to time be prescribed for them by the Board, and/or the Chair, with concurrence from the Board of Directors.

5.10 The Secretary. The Secretary shall attend all meetings of the Board and the stockholders and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the standing committees or Divisions, when required. The Secretary shall give, or cause to be given, notice of all meetings of stockholders and Partner Firms and special meetings of the Board, and shall perform such other duties as may from time to time be prescribed by the Board or the Chair, under whose supervision he or she shall act. The Secretary shall have custody of the seal of the Corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant. The Board may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his or her signature. The Secretary shall keep, or cause to be kept, at the principal executive office or at the office of the Corporation's transfer agent or registrar, as determined by resolution of the Board, a share register, or a duplicate share register, showing the names of all stockholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation. The Secretary shall also collect the Annual Ownership Certification Form.

5.11 The Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board (or in the absence of any designation, in the order of their election) shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board.

5.12 The Treasurer. The Treasurer shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair and the Board, at its regular meetings, or when the Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

5.13 The Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order designated by the Board (or in the absence of any designation, in the order of their election) shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board.

5.14 The President. The President, if one is appointed by the Board, shall act as chief administrator and chief operating officer of the Corporation, subject to the supervision of the Board and the Chair, and shall have such responsibility and authority as are specified by resolution of the Board from time to time.

ARTICLE 6

STOCK CERTIFICATES

6.1 Certificates for Shares. The shares of the corporation shall be represented by certificates or shall be uncertificated. Certificates shall be signed by, or in the name of the Corporation by, the Chairman of the Board or the President, and by the Treasurer or an Assistant Treasurer, or the Secretary, or an Assistant Secretary of the Corporation.

Within a reasonable time after the issuance or transfer of uncertificated stock, the Corporation shall send to the registered owner thereof a written notice containing the information required by the General Corporation Law of the State of Delaware of a statement that the Corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

6.2 Signatures on Certificates. Any or all of the signatures on a certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

6.3 Transfer of Stock. Subject to the provisions of any agreement regarding transfer of shares to which the Corporation is a party, (i) upon surrender to the Corporation or the transfer agent of the Corporation of a certificate of shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books and (ii) upon receipt of proper transfer instructions from the registered owner of uncertificated share, such uncertificated shares shall be cancelled and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the Corporation.

6.4 Registered Stockholders. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for all unpaid assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

6.5 Lost, Stolen, or Destroyed Certificates. The Board may direct that a new certificate or certificates be issued to replace any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost stolen, or destroyed. When authorizing the issue of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of the lost, stolen, or destroyed certificate or certificates, or his or her legal representative, to advertise the same in such manner as it shall require, and/or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen, or destroyed.

ARTICLE 7

NOTICES

7.1 Notice. Whenever, under the provisions of the statutes or of the Certificate of Incorporation or of these By-laws, notice is required to be given to any director or stockholder shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by telegram or telephone.

7.2 Waiver. Whenever any notice is required to be given under the provisions of the statutes or of the Certificate of Incorporation or of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE 8

GENERAL PROVISIONS

8.1 Dividends. Dividends upon the capital stock of the Corporation, subject to any restrictions contained in the General Corporation Law of Delaware or the provisions of the Certificate of Incorporation, if any, may be declared by the Board at any regular or special meeting. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

8.2 Dividend Reserve. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interest of the Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

8.3 Annual Statement. The Board shall present at each annual meeting, and at any special meeting of the stockholders or Partner Firms when called for by vote of the stockholders or Partner Firms, a full and clear statement of the business and condition of the Corporation.

8.4 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

8.5 Corporate Seal. The Board may provide a suitable seal, containing the name of the Corporation, which seal shall be in charge of the Secretary. If and when so directed by the Board or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or by an Assistant Secretary or Assistant Treasurer.

8.6 Execution of Corporate Contracts and Instruments. The Board, except as otherwise provided in these By-laws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

8.7 Stockholder Right of Inspection. Any stockholder, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, has the right during the usual hours for business at the Corporation's Administrative Offices to inspect for any proper purpose the Corporation's stock ledger, a list of its stockholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or other writing which authorizes the attorney or other agent to so act on behalf of the stockholder. The demand under oath shall be directed to the Corporation at its registered office in Delaware or at its principal place of business.

ARTICLE 9

AMENDMENTS

9.1 Actions by the Stockholders. The holders of two-thirds (2/3) of the stock having voting power, present in person or represented by proxy and voting on such question shall have the power to adopt, amend or repeal these By-laws.

CERTIFICATE OF SECRETARY

I certify that:

1. I am the presently elected and acting Secretary of OI Partners, Inc., a Delaware corporation.

2. The foregoing By-laws are the by-laws of the corporation as adopted by the board of directors and stockholders thereof on the 16th day of January, 2009.

Dated: **January 16, 2009** _____

_____, Secretary