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BY - LAWS  
OF  
THE LIGHT MILLENNIUM, INC.

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ARTICLE I.

NAME

1. The name of the corporation is The Light Millennium, Inc.

ARTICLE II.

OFFICE AND PLACE OF MEETINGS

1. The office of the corporation shall be located in the City of New York, State of New York. The Territory in which the operations of the corporation will principally be conducted is the State of New York.
2. Meetings of the members may be held at such place, within or outside the State of New York, as may be fixed from time to time by the director-members of the corporation.

ARTICLE III.

DIRECTORS, MEMBERSHIP AND MEETINGS

1. The membership of the corporation shall consist of not less than three and not more than twenty five persons; the first members of the corporation shall be those persons who are named in the certificate of incorporation as the persons constituting the board of directors; none of said persons shall continue to be a member

of the corporation after ceasing to be a director thereof; the election of a person as director shall likewise be an admission to membership in the corporation; and the annual meeting of the board of director-members, as hereinafter provided for, shall be construed also to be the annual meeting of the members of the corporation for all purposes for which an annual meeting of the members may be required by the statutes of the State of New York. Members entitled to cast a majority of the total number of votes entitled to be cast at a meeting shall constitute a quorum. Except for the election of directors, whenever any corporate action is to be taken, it shall be authorized by a majority of the votes cast by members entitled to vote thereon.

2. At the annual meeting the members shall fix the number of directors for the ensuing year; the number of directors of which is to be no less than three. Unless the Certificate of Incorporation provides otherwise, directors shall be elected by a plurality of the votes cast by members entitled to vote. The term of office of directors shall be one year.

3. The director-members of the corporation shall meet annually for the election of directors and officers and for the transaction of such other business as may properly come before the meeting. Meetings may be held at such place within or without the State of New York as may be designated in the notice and shall be held on the first Tuesday of February in each year, if not a legal holiday, and if a legal holiday, then on the next secular day following at 2:00PM.



4. Special meetings of the director-members, for any purpose or purposes may be called by the president or the board of directors or by director-members entitled to cast ten per cent of the votes to be cast at the special meeting.

5. Notice of meetings shall be served personally or by mail, postage prepaid, upon each director-member not less than ten nor more than fifty days before the meeting if such notice is given personally or by first class mail, and if any other class of mail is used notice must be given not less than thirty nor more than sixty days before the meeting, and, if mailed, shall be directed to each director-member at his address as it shall appear on the records of the corporation. Notice of a special meeting of members shall also state the purpose or purposes for which the meeting is called.

6. Any action which may be taken at any annual or special meeting may be taken at a meeting of the director-members without notice and without the lapse of any period of time if notice is waived in writing by every director-member of the corporation, whether before or after the meeting.

7. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon.

#### ARTICLE IV.

#### DIRECTORS

1. The board of directors by the vote of at least two-thirds (unless there are twenty-one or more directors, in which case the vote of the majority of the entire form shall be sufficient), of the entire board may authorize the purchase of real property by

the corporation or may sell mortgage or lease the real property of the corporation, provided, however, a sale, lease exchange or other disposition of all or substantially all of the assets of the corporation must be authorized in accordance with statute and leave of the supreme court in the Judicial District or of the County Court of the county in which the corporation has its office or principal place of carrying out the purposes for which it was formed, shall also be required.

2. Unless a greater proportion is required by the Certificate of Incorporation a majority of the board of directors shall constitute a quorum. If a quorum is present, the vote of the majority of the directors present at the time of the vote shall be the act of the board of directors.

3. The board of directors, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other standing committees, each consisting of three or more directors, and each of which, to the extent provided in the resolution, shall have all the authority of the board, except that no such committee shall have authority as to the following matters:

(1) The submission to members of any action requiring members' approval under this chapter. (2) The filling of vacancies in the board of directors or in any committee. (3) The fixing of compensation of the directors for serving on the board or on any committee. (4) The amendment or repeal of the by-laws or the adoption of new by-laws. (5) The amendment or repeal of any resolution of the board which by its



terms shall not be so amendable or repealable. The board of directors may designate one or more directors as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee. The board of directors may create such special committees as may be deemed desirable. The members of such committees shall be appointed by the president of the corporation, with the consent of the board. Special committees shall have only the powers specifically delegated to them by the board of directors.

5. Any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting if a consent in writing to the adoption of a resolution authorizing the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

6. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Such participation in a meeting shall constitute presence in person at the meeting.

## ARTICLE V.

### OFFICERS

1. The officers of the corporation shall be a president, vice-president, a secretary and a treasurer, who shall be elected at the annual meeting of director-members and who shall hold office for one year and until their successors are elected

and qualify. Any of said officers may be removed from office by action taken at any regular or special meeting of director-members. Any two or more offices may be held by the same person except the office of president and secretary.

2. The corporation may have such other officers, agents and employees as shall be determined from time to time at any annual or special meeting of director-members, which officers, agents and employees shall be appointed by the board.

3. The president of the corporation, or in his absence the vice-president, shall preside at all meetings of members and of the board of directors and shall perform the duties usually devolving upon a presiding officer; he shall see that all orders and resolutions of the board of directors are carried into effect.

4. The vice-president, in the absence or disability of the president, may perform the duties and exercise the powers of the president and shall perform such other duties as may be imposed upon him by resolution passed at any annual or special meeting of the director-members.

5. The secretary shall attend all meetings of director-members, recording all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall cause to be given notice of all meetings of director-members. He shall have custody of the corporate records and shall keep in safe custody the seal of the corporation, and, when authorized by the directors, shall affix it to any instrument requiring a seal.

6. The treasurer shall have the custody of all funds and securities of the corporation 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 of directors. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and directors whenever they may require it, an account of all his transactions as treasurer. He shall, if required by the director-members of the corporation, give a bond in a sum and with one or more sureties satisfactory to the board, conditioned upon the faithful performance of the duties of his office and for the restoration to the corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

#### ARTICLE VI.

##### VACANCIES

If the office of any director or any officer becomes vacant for any reason, such vacancy shall be filled by the director-members at a special meeting called for the purpose.

#### ARTICLE VII.

##### SEAL

The seal of the corporation shall be circular in form and shall bear the name of the corporation and the words "New York 2001."

#### ARTICLE VIII.

## CHECKS

All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the directors from time to time designate.

## ARTICLE IX.

### AMENDMENTS

These by-laws or any of them, may be altered, amended or repealed at any annual or special meeting of director-members by affirmative vote of at least a majority of the director-members, provided notice of intention to amend the by-laws shall have been contained in the notice of the meeting.