

BYLAWS
OF
The Consortium For Certified Service Centers, Inc.
(a Virginia Nonstock Corporation)

(as amended 9-23-04)

ARTICLE I.
Offices

Section 1. Registered Office. The initial registered office of The Consortium For Certified Service Centers, Inc., a Virginia Non-stock corporation (the "Corporation"), shall be located in Arlington, Virginia.

Section 2. Other Offices. The Corporation may also have offices at such other places, either within or without the Commonwealth of Virginia, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

ARTICLE II
Membership

Section 1. Membership Requirements.

- (a) The membership of the Corporation shall be open to all Qualifying Organizations who are found to be interested in the purposes or objectives of this Corporation or its related activities. Application for membership shall be made in writing to the Treasurer, and the application shall be regarded as a guarantee on the part of the applicant of the Qualifying Organization's interest in and sympathy with the purposes of this Corporation and of its adherence to the Corporation's Bylaws, rules and regulations. Members may be elected to membership by vote of at least two-thirds of the Board of Directors of the Corporation.

(b) For purposes of these Bylaws, the following definitions shall apply.

(i) “Member” means a Qualifying Organization.

(ii) “Qualifying Organization” means either a National Product-Servicing Association, a State Product-Servicing Association, or a National Product Manufacturing Association.

(iii) “Industry” means the information technology, consumer electronics and/or major household appliances industries within the United States of America.

(iv) “Product Service Providers” means business organizations that provide repair, warranty and similar services to purchasers of Industry-related products.

(v) “National Product-Servicing Association” means a membership association of Product Service Providers (A) that is chartered as a not-for-profit or nonstock corporation, (b) whose purpose is to represent the common business interests of and/or improve business conditions among Product Service Providers, (C) that has members in twelve or more states, (D) has fifty or more members and (E) accepts members that have one or more establishments within the United States of America.

(vi) “State Product-Servicing Association” means a membership association of Product Service Providers (A) that is chartered as a not-for-profit or nonstock corporation, (B) whose purpose is to represent the common business interests of and/or improve business conditions among Product Service Providers and (C) primarily accepts members from the state in which the association is headquartered. While State Product Servicing Associations qualify for membership, they are not eligible to serve as members of the board of directors.

(vii) “National Product Manufacturing Association” means an association of manufacturers of Industry products (A) that is chartered as a not-for-profit or non stock corporation, (B) has at least ten members that manufacture Industry products that are well-known in the consumer market and (C) whose members maintain national programs for Industry-related parts and services accessible to consumers throughout the United States.

The Board of Directors is hereby vested with the sole authority to interpret and apply the foregoing definitions.

Section 2. Dues and Benefits. The Board of Directors shall determine the dues, rights and benefits of membership. No individual shall be deemed to have any rights and benefits of membership.

Section 3. Termination of Membership. Membership shall terminate upon (i) resignation of a member; (ii) the failure of a member to pay annual dues within sixty (60) days after the due

dated; (iii) the failure of a member to remain a Qualifying Organization; or (iv) a member's breach of these Bylaws.

Section 4. Property Rights. No member shall have any right, title, interest or privilege of, in or to any of the property or assets, including any earnings or investment income of the Corporation, nor shall any of such assets or property be distributed to any member on the dissolution or winding up thereof.

Section 5. Liability of Members. No member of the Corporation shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any assessment other than annual dues, if any.

Section 6. Annual Meetings. The annual meeting of the members of the Corporation for such business as may properly come before the meeting shall be held each year at such time and place fixed, from time to time, by or on behalf of the Board of Directors. Business transacted at the annual meeting shall include such business as the Board of Directors shall determine. Failure to hold an annual meeting does not cause a forfeiture or give cause for dissolution of the Corporation, nor does such failure affect otherwise valid corporate acts.

Section 7. Special Meetings. Special meetings of the members may be called by the Board of Directors or the President, or when requested in writing by not less than fifty percent (50%) of the members of the Corporation who are in good standing. A meeting requested by members shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made, unless the members requesting the meeting designate a later date; provided, that a meeting called by unanimous request of all members may be held at any time to which they may agree. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors, or members requesting the meeting shall designate another person to do so. Only business within the purpose or purposes described in the notice required pursuant to Section 8 of this Article may be conducted at a special meeting of members.

Section 8. Notice. A written notice of each meeting of members shall be given to each member entitled to vote at the meeting at the address as it appears on the membership records of the Corporation, not less than ten (10) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, the Secretary or the officer or persons calling the meeting. The notice so given shall state the date, time and place of the meeting and, in the case of a special members' meeting, the purpose or purposes for which the meeting is called. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the member books of the Corporation, with postage thereon prepaid. If a members' meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before an adjournment is taken.

Section 9. Waiver of Notice. Members may waive notice of any meeting before or after the date and time specified in the written notice of meeting. Any such waiver of notice must be in writing, be signed by the member entitled to the notice and be delivered to the Corporation for inclusion in the appropriate corporate records. Neither the business to be transacted at, nor the purpose of, any members' meeting need be specified in any written waiver of notice. Attendance of a person at a members' meeting shall constitute a waiver of notice of such meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 10. Record Date. For the purpose of determining members entitled to notice of or to vote at a members' meeting, to demand a special meeting, to act by written consent or to take any other action, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than seventy (70) days nor, in the case of a members' meeting, less than ten (10) days, prior to the date on which the particular action requiring such determination of members is to be taken. If no record date is fixed for the determination of members entitled to notice of or to vote at a members' meeting, then the record date for such shall be the close of business on the day before the first notice is delivered to members. A determination of members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

Section 11. Quorum. A majority of the members shall constitute a quorum for action on association matters at a meeting of members. If a quorum is not present or represented at a meeting of members, the majority of the members represented, and who would be entitled to vote at a meeting if a quorum were present, may adjourn the meeting from time to time.

Section 12. Voting. If a quorum is present, the affirmative vote of a majority of the members present at the meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise provided by law. Each member shall be entitled to one vote.

Section 13. Member Action Without A Meeting. Any action required or permitted to be taken at any members' meeting may be taken without a meeting, without prior notice and without a vote if the action is taken by the members entitled to vote thereon having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action to be taken, dated and signed by approving members having the requisite number of votes entitled to vote thereon, and delivered to the Secretary or other officer or agent of the Corporation having custody of the corporate minute book in which proceedings of meetings of the Corporation are recorded. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those members who have not consented in writing or who are not entitled to vote on the action, which notice shall comply with the provisions of the Virginia Non stock Corporation Act.

ARTICLE III
Directors

Section 1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Directors must be natural persons who are at least 18 years of age but need not be residents of Virginia.

Section 2. Compensation. Unless specifically authorized by a resolution of the Board of Directors, the directors shall serve in such capacity without compensation or reimbursement. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payments shall preclude any director from serving in any other capacity and receiving compensation therefore.

Section 3. Number, Election & Term.

(a) This Corporation shall have a minimum of six and a maximum of eight directors. Any decrease in the number of directors shall not shorten the term of an incumbent director.

(b) Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of directors, and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death. At the first annual meeting of members and at each annual meeting thereafter the members shall elect up to four directors to hold office for a two year term, until the second succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

(c) In any election of directors, one director to be elected shall be designated the "Manufacturing Director" and the remaining directors to be elected shall be designated the "Service Directors." The Manufacturing Director shall be elected by a plurality of the votes cast by the Manufacturing Members (as defined below). The Service Directors shall be elected as follows:

(i) the Founding National Service Members shall retain a seat on the board as long as they remain separate corporate entities;

(ii) if the number of Service Directors equals the number of National Service Members (as defined below), then each National Service Member shall elect a Service Director;

(iii) if the number of Service Directors is less than the number of Service Members, the Service Directors to be elected shall be determined by a plurality of the votes cast by the Service Members; and

(d) For the purposes of this Article III:

(i) A “Service Member” shall mean any Member that is a National Product-Servicing Association;

(ii) A “Manufacturing Member” shall mean any Member that is a National Product Manufacturing Association; and

(iii) The “Founding National Service Members” are the Electronics Technicians Association (ETA); the National Association of Service Dealers (NASD); the National Electronic Service Dealers Association (NESDA); the Professional Service Association (PSA) and the United Servicers Association (USA).

(iv) The “Founding National Product Manufacturing Association” is CEA, the Consumer Electronics Association.

(v) From its members, the Board of Directors will elect a President who will also serve as Chairman.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors due to the removal, resignation, death or incapacitation of the Manufacturing Director shall be filled by the Manufacturing Members in accordance with this Article III. All other vacancies shall be filled as follows:

(a) If the vacancy was created by an increase in the number of directors, those directors shall be designated Service Directors and will be elected by a plurality of the votes cast by the Service Members;

(b) If the vacancy was created due to the removal, resignation, death or incapacitation of a Service Director appointed by a specific Service Member, that Service Member shall elect the replacement director; and

(c) If the vacancy was created due to the removal, resignation, death or incapacitation of a Service Director not appointed by a specific Service Member, then that director shall be elected by a plurality of the votes cast by the Service Members.

A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 5. Removal of Directors. At a meeting of directors called expressly for that purpose, any director may be removed, with or without cause, by a vote of 75% of the full Board of Directors.

Section 6. Quorum and Voting. A majority of the number of directors fixed by or in accordance with these Bylaws shall constitute a quorum for the transaction of business at any meeting of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

Section 7. Deemed Assent. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting (or promptly upon his arrival) to the holding of the meeting or transacting specified business at the meeting, or (ii) the director votes against or abstains from the action taken.

Section 8. Committees. The Board of Directors, by resolution, may designate from among its members an Executive Committee and one or more other committees each of which must have at least two members and, to the extent provided in the designating resolution, shall have and may exercise only that authority given to it by the Board of Directors except such authority as may be reserved to the Board of Directors under Virginia law. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 9. Meetings. Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the Commonwealth of Virginia, designated by the person or persons entitled to give notice of or otherwise call the meeting. Meetings of the Board of Directors may be called by the Chairman of the Board or by the President. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of an adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the directors who were present. Members of the Board of Directors (and any committee of the Board) may participate in a meeting of the Board (or any committee of the Board) by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting; participation by these means constitutes presence in person at the meeting.

Section 10. Notice of Meetings. Regular meetings of the Board of Directors may be held so long as the date, time and place of such meetings are fixed generally by the Board of Directors. Special meetings of the Board of Directors must be preceded by at least two (2) weeks written notice of the date, time and place of the meeting. The notice must describe either the business to be transacted at or the purpose of the special meeting.

Section 11. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to a director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 12. Director Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (or a committee of the Board) may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors (or of the committee of the Board). The action must be evidenced by one or more written consents describing the action to be taken and signed by each director (or committee member), which consent(s) shall be filed in the minutes of the proceedings of the Board. The action taken shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise.

ARTICLE IV **Officers**

Section 1. Officers. The Corporation shall have an President, a Vice President, a Secretary and a Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary or desirable may be appointed by the Board of Directors, if any, from time to time. Any two offices may be held by the same person.

Section 2. Duties. The officers of the Corporation shall have the following duties:

The President shall be the chief operating and executive officer of the Corporation and shall have general and active management of the day-to-day business and affairs of the Corporation subject to the direction of the Board of Directors. The President shall see to it that all orders and resolutions of the Board are carried into effect, and shall report to the Board of Directors. The President (who shall also serve as Chairman) shall preside at all meetings of the Board of Directors and members.

The Vice President shall have such powers and perform such duties as the Board of Directors shall from time to time designate. In the absence or disability of the President, a Vice President specifically designated by the vote of the Board of Directors shall have the powers and shall exercise the duties of the President.

The Secretary shall have custody of, or oversee the custody of, the corporate records (except the financial records), shall record the minutes of all meetings of the members and the Board of Directors, shall authenticate records of the Corporation, shall send all notices of meetings and shall perform such other duties as are prescribed by the Board of Directors or the President.

The Treasurer shall have custody of, or oversee, all corporate funds, securities and financial records, 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 an account of all his transactions as treasurer and of the financial condition of the Corporation at regular meetings of the Board or when the Board of Directors so requests. The Treasurer shall also perform such other duties as are prescribed by the Board of Directors or the President.

Each Assistant Secretary and Assistant Treasurer, if any, shall be appointed by the Board of Directors and shall have such powers and shall perform such duties as shall be assigned by them by the Board of Directors or by the President.

Section 3. Resignation of Officer. An officer may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date provided the Board of Directors provides that the successor officer does not take office until the future effective date.

Section 4. Removal of Officer. The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may be removed by the appointing officer.

Section 5. Compensation. The compensation of officers shall be fixed from time to time at the discretion of the Board of Directors. The Board of Directors may enter into employment agreements with any officer of the Corporation.

ARTICLE V

Member Certificates

Section 1. Issuance. Certificates representing membership in the Corporation may be issued.

Section 2. Form. In the event membership certificates are issued, such certificates may be signed by any one of the officers, the President or Vice President, and the Secretary or Assistant Secretary of the Corporation, and may be sealed with the seal of this Corporation or a facsimile thereof.

ARTICLE VI
Corporate Records
and Member Inspection Rights

Section 1. Corporate Records.

(a) The Corporation shall keep as permanent records minutes of all meetings of its members, if any; Board of Directors and committees having any authority of the Board of Directors; a record of all actions taken by the members or Board of Directors without a meeting; and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

(b) If the Corporation shall have members entitled to vote, it shall maintain at its registered office in this state a copy of the articles of incorporation and its bylaws, as amended, accurate accounting records and a list of the names and addresses of all members.

Section 2. Inspection Rights. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time and may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Section 3. Corporate Information Available to the Public. The Corporation shall maintain a registered agent and registered office in accordance with Virginia law, and current information regarding the Corporation shall be readily available to the public. At a minimum, such information must include the text of the charter or articles of incorporation and all amendments thereto, the name of the Corporation, the date of incorporation, the street address of the principal office of the Corporation, the Corporation's federal employer identification number, the name and business street address of each director, the name of its registered agent, and the street address of its registered office.

ARTICLE VII
Indemnification

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a director or trustee of the Corporation, (2) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by

current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him/her or incurred by him/her in his/her capacity as such director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorney's fees, whether or not the Corporation would have the legal power to directly indemnify him against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding, may be paid (and, in the case of directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the board of directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

ARTICLE VIII **Miscellaneous**

Section 1. Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words "Virginia," "Corporate Seal" and "not-for-profit" embossed thereon.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each calendar year, unless otherwise fixed by resolution of the Board of Directors.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, and the Treasurer or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE IX **Amendments**

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by a 75% affirmative vote of the full Board of Directors.

As Adopted September 23rd, 2004

(This copy of the CSC bylaws is official as of September 23rd, 2004. It supercedes the original Oct 2001 & March 2003 versions. The 6 voting members approved this version unanimously.) RLG

(One addition has been made to the official Sept 23rd 2004 final draft as approved: The proposed wording change is under ART III, subsection (d). It affects the sub-sub sections iii, iv and v.

The proposed change is to correct the wording referring to the "FOUNDING NATIONAL PRODUCT MANUFACTURING ASSOCIATION."

The wording approved on Sept 23rd, 2004, was to include CEA as one of the Founding members of CSC, along with the 5 product service associations. CEA had not been included in these bylaws as a founding member of CSC.

The Sept 23rd approved wording included CEA in with the 5 founding service associations. However other wording in these bylaws refers to the Product Manufacturing members, thus we needed a separate phrase to recognize CEA properly. That is now (d) iv.

Because of the iv addition this affected the numbering sequence (iii, iv and v) and that is why those are also highlighted.)

The November meeting of the CSC organization did approve the above change and this is a notice to CSC participants that this cosmetic change has been addressed.

The date of this proposed change is October 29th. The impetus to correct the wording was directed by the CSC conference call meeting participants, October 28, 2004.