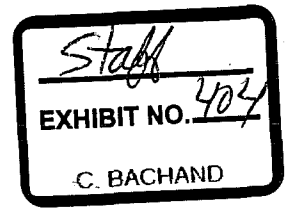


**AMENDED AND RESTATED BY-LAWS
OF
ABERDEEN FINANCE CORPORATION**



**Article I.
Offices**

The principal office of the Corporation in the State of South Dakota shall be located in the City of Aberdeen, County of Brown, South Dakota. The Corporation may have such other offices, either within or outside the State of South Dakota as the Board of Directors may require from time to time.

The registered office of the Corporation required by the South Dakota Business Corporation Act to be maintained in the State of South Dakota may be, but need not be, the same as the principal office in the State of South Dakota, and the address of the registered office may be changed from time to time by the Board of Directors.

**Article II.
Shareholders**

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held on the 1st day of April of each year, at the hour of 10:00 o'clock a.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of South Dakota, the meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for the annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall hold the election at a special meeting of the shareholders as soon thereafter as possible.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than 15% of all outstanding shares of the Corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or outside the State of South Dakota, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or outside the State of South Dakota, as the place for holding the meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of South Dakota.

Section 4. Notice of Meeting. Written notice stating the place, day and hour of the meeting, and in case of a special meeting the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten or more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or the persons calling the meeting, to each shareholder of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

Section 5. Closing Of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of the shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make

a determination of shareholders for any other proper purpose, the Board of Directors of the Corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the stock transfer books are closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, the books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days, and in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for the determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, the determination shall apply to any adjournment thereof.

Section 6. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the Corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at the meeting or any adjournment thereof, arranged in alphabetical order, with the address and the number of shares held by each, which list, for a period of ten days prior to the meeting, shall be kept on file at the registered office of the Corporation and shall be subject to inspection by any shareholder at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the

inspection of any shareholder during the meeting. The original stock transfer books shall be prima facie evidence of the shareholders who are entitled to examine the list or transfer books or to vote at any meeting of shareholders.

Section 7. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, (but in no event less than $\frac{1}{4}$ or 25% of the shares entitled to vote) shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting to a future time without further notice. At the adjourned meeting held at the appointed future time, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. The proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Voting of Shares. Subject to the provisions of Section 11 of this Article II, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Section 10. Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by the officer, agent or proxy as the By-Laws of the Corporation may

prescribe, or, in the absence of such provision, as the Board of Directors of the Corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of the shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of the shares into his name.

Shares standing in the name of a receiver may be voted by the receiver, and shares held by or under the control of a receiver may be voted by the receiver without transferring them into his name if authority so to do is contained in an appropriate order of the court by which the receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote the shares until they have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Share of its own stock belonging to the Corporation or held by it in a fiduciary capacity shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

Section 11. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the shareholders entitled to vote with respect to the subject matter.

Section 12. Cumulative Voting. At each election for directors every shareholder entitled to vote at the election shall have the right to vote, in person or by proxy, the number of shares owned by

him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing the votes on the same principle among any number of candidates.

Article III. Board of Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the Corporation shall be two. Each director shall hold office until the next annual meeting of shareholders and until his successor has been elected and qualified. Directors need not be shareholders of the corporation.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or outside the State of South Dakota, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or outside the State of South Dakota, as the place for holding a special meeting of the Board of Directors called by them. Written notice of a special meeting shall be given to each director at least two days prior to the special meeting. The notice shall be delivered personally or mailed to each director at his business address, or facsimile transmission. If mailed, the notice shall be deemed to be delivered when it is

deposited in the United States mail, addressed to the director, with postage thereon prepaid. If notice is given by facsimile transmission, the notice shall be deemed to be delivered when the facsimile transmission is completed. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Voting Requirements. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, a majority vote of the directors present at a meeting at which a quorum is present is required for an act or resolution under consideration to constitute an act or resolution of the Board of Directors.

Section 7. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the directors that would have been entitled to vote on the action had a meeting been held.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors even if the remaining directors constitute

less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose. A director chosen to fill a vacancy resulting from an increase in the number of directors shall hold office until his successor has been elected and qualified.

Section 9. Resignation and Removal. Any director may resign his directorship at any time by giving written notice thereof to the Secretary, or if there is no Secretary, to the President or any other officer. The resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt of such resignation by any officer of the Corporation. Acceptance shall not be necessary to render the resignation effective.

Any director may be removed, either with or without cause, by majority vote of the members of the Board of Directors not being removed (the "Remaining Directors") at any regular or special meeting of the Board of Directors or by the unanimous written consent of the remaining directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 10. Compensation. By resolution of the Board of Directors, each director may be paid his expenses, if any, for attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have

assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action dissented to.

Section 12. Committees. The Board of Directors may, by a resolution adopted by a majority of the authorized number of Directors, designate an executive and other committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members. The appointment of members or alternate members of a committee requires the vote of a majority of the authorized number of directors. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any prescription, a committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the provisions of these By-Laws applicable to meetings and actions of the Board shall govern. Minutes shall be kept of each meeting of each committee. Any such committee, to the extent provided in a resolution of the Board, shall have all of the authority of the Board, except with respect to:

- (a) The approval of any action for which South Dakota Codified Laws Chapter 47 or the Articles of Incorporation also require shareholder approval;
- (b) The filing of vacancies on the Board or in any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The adoption, amendment or repeal of By-Laws;

- (e) The amendment or repeal of any resolution of the Board;
- (f) Any distribution to the shareholders, except at a rate or in a periodic amount or within a price range determined by the Board; and
- (g) The appointment of other committees of the Board or the member thereof.

Article IV. Officers

Section 1. Number. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as possible. Each officer shall hold office until his successor has been duly elected and qualified or until his death or until he resigns or has been removed in the manner hereinafter provided,

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation,

removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation, and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or is required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-Presidents. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary or an assistant secretary, certificates for shares of the corporation, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the

shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President, or a Vice-President, certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries, when authorized by the Board of Directors, may sign with the President or a Vice-President certificates for shares of the corporation, the issuance of which shall have been authorized by a resolution of the

Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform the duties assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 10. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving a salary by reason of the fact that he is also a director of the Corporation.

Article V. Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. 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 such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article VI.
Certificates for Shares and Their Transfer

Section 1. Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. The certificates shall be signed by the President or Vice-President and by the Secretary or an assistant secretary and sealed with the corporate seal or a facsimile thereof. The signatures of such officers upon a certificate may be facsimilies if the certificate is countersigned by a transfer agent, or registered by a registrar, other than the corporation itself or one of its employees. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares has been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the Corporation by the holder of records thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

Section 3. Restrictions on Transfer.

- (a) No shareholder or legal representative of a shareholder shall sell, transfer or otherwise dispose of all or any part of the shareholder's stock in the Corporation without first giving to the Corporation and the other shareholders of the Corporation at least fifteen (15) days written notice, in the manner required for special meetings of shareholders, of his intention to dispose of his stock, and of the name and address of the proposed transferee, the price per share and terms and conditions at which he intends to sell, transfer or dispose of such stock.
- (b) Within the 15-day period a meeting of the shareholders and directors shall be called by the President of the Corporation. At this meeting all of the stock of the shareholder desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the Corporation. The decision to exercise the option shall be made, if at all, at the time of the meeting. Notice of a decision to exercise such option shall thereupon be given to all shareholders.
- (c) If the Corporation fails or refuses to purchase all or any portion of the shares so offered, the remaining shareholders shall, for the period fifteen days after notice of the Corporation's failure or refusal to purchase such shares, have an option to purchase their proportionate shares of such stock, or any portion of their proportionate shares of such stock, said proportionate shares to be determined without regard to the shares subject to the option.
- (d) The terms and conditions, including price, of any stock purchase under these options shall be equal to those under which the seller intended to dispose of his stock in good faith to an actual prospective purchaser. All of the shares so offered shall be priced at the same price per share, whether sold in fractional blocks or blocks of one or more shares.
- (e) If the two options granted in paragraphs (b), (c) and (d) above to purchase stock are not exercised within the periods allowed, then the owner shall be free to sell them to the prospective purchaser named under paragraph (a) above.

Section 4. Endorsement on Certificates. All stock certificates issued by the Corporation shall bear an endorsement at the top of the face thereof as follows:

“Transfer of this stock is subject to restriction - see reverse side hereof.” and shall bear an endorsement on the reverse side thereof as follows:

NOTICE

Transfer of this stock is restricted by Article VI of the By-Laws of the issuing Corporation, as such Article may from time to time be amended, which Article of said By-Laws is hereby referred to and made a part hereof, providing in substance that the Corporation has a first option to buy all or a portion of the stock offered, and the present shareholders have a second option to buy their proportionate share, or any lesser portion thereof, of the stock of any present shareholder or his legal representative desiring to sell or dispose of the same at the same price per share at which it is proposed to sell or dispose of the same, before same can be sold or transferred to any other.

Section 5. Pre-emptive Rights of Shareholders. In the event that any additional stock is at any time issued, the stock shall be offered to, and may be subscribed to by, the then existing shareholders in proportion to their stock holdings.

Article VII. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December inclusive, in each year, or such other twelve consecutive months as the Board of Directors may by resolution designate.

Article VIII. Dividends

The Board of Directors may, from time to time, declare and the Corporation may pay dividends on its outstanding shares in the manner, and upon the terms and conditions provided by law and its Articles of Incorporation.

Article IX. General Provisions

Section 1. Seal. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal".

Section 2. Reimbursement. Any payments made to an officer or employee of the

Corporation, such as a salary, commission, bonus, interest, rent or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or employee, subject to the determination of the directors, proportionate amounts may be withheld from his future compensation payments until the amount so owed to the Corporation has been recovered. This By-Law shall be binding upon all officers and employees of the company.

Section 3. Indemnification of Officers, Directors, Committee Persons and Employees. The Corporation shall indemnify and hold harmless each officer, director, committee person or employee of the Corporation against and from all loss, cost, and reasonable expenses hereafter incurred by him in the payment, settlement and defense of any claim, suit or proceeding brought against such person because such person is or has been an officer, director, committee person or employee, or because of any action alleged to have been taken or omitted by him as officer, director, committee person or employee. The rights of indemnification and exoneration occurring under this Section shall apply whether or not such person continues to be an officer, director, committee person or employee at the time any loss, cost or expense is suffered or incurred. Such rights shall not apply in relation to any matters as to which (1) such officer, director, committee person or employee shall be adjudged in final judgment in such suit or proceeding to be liable for willful misconduct or for his own negligence, or (2) the directors of the corporation determine by a majority vote that such an officer, director, committee person or employee has suffered or incurred such loss, cost or expense as a result of his willful misconduct or negligence. Such rights of indemnification shall not be exclusive of any

other indemnification which may be provided for by the Articles of Incorporation, by agreement, by the vote of the shareholders or otherwise, nor shall the right of indemnification be exclusive of any other rights to which such officer, director, committee person or employee may be entitled.

**Article X.
Waiver of Notice**

Whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the South Dakota Business Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

**Article XI.
Amendments**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The undersigned hereby certifies that the foregoing By-Laws were duly adopted as the Bylaws of Aberdeen Finance Corporation, on the 12th day of October, 2006.

Secretary