

INITIAL ACTION OF
THE SHAREHOLDERS OF
FRANKFURTRHINEMAIN CORP.
IN LIEU OF THE ORGANIZATIONAL MEETING

The undersigned, being the sole shareholder of

FrankfurtRhineMain Corp.

an Illinois corporation, does hereby consent in writing and in lieu of the organizational meeting of the shareholders of the corporation, pursuant to the authority of Section 7.10 of The Business Corporation Act of the State of Illinois, to the adoption of the following resolutions:

1. Approval of Organization Subscription Agreement

RESOLVED, that the Organization Subscription agreement, dated as of [REDACTED], 2008, a copy of which is attached hereto as Exhibit A and incorporated herein by reference, is hereby approved.

2. Approval of Articles of Incorporation

RESOLVED, that the Articles of Incorporation of the corporation, filed in the Office of the Secretary of State of Illinois on [REDACTED], 2008 and filed for record in the Office of the Recorder of Deeds of Cook County, Illinois, are hereby approved.

FURTHER RESOLVED, that a copy of such Articles of Incorporation, together with the Certificate of Incorporation attached thereto, be inserted in the record book of the corporation as part of the records of the corporation.

3. Ratification of Actions of Incorporator and Indemnification

RESOLVED, that the actions of the incorporator of the corporation in connection with formation of the corporation are hereby approved, and that the incorporator be indemnified against any claims whatsoever arising out of her acts as incorporator.

4. Election of Directors

RESOLVED, that the following named person is hereby elected as the sole director of the corporation, to serve until the first annual meeting of the shareholders of the corporation and until his respective successor is elected and has qualified:

Dr. Hartmut Schwesinger

5. Restrictions and Actions Requiring Shareholders Approval

The Board of Directors shall be subject to the same restrictions and approvals imposed on the Managing Director (Geschäftsführer) of FrankfurtRheinMain GmbH by law, regulation, contract, resolution, judgment, decree or otherwise; and no such action shall be taken by the Board of Directors without the prior written approval of all its shareholders. The Board of Directors must not amend or revoke the Board resolution dated [REDACTED] requiring approval of the Board of Directors for certain management actions without the prior written approval of all of the shareholders.

Dated: [REDACTED], 2008

FrankfurtRheinMain GmbH

By: _____
Geschäftsführer
being the sole shareholder of
FrankfurtRhineMain Corp.