

BYLAWS
of
FrankfurtRhineMain Corp.
AN ILLINOIS CORPORATION

ARTICLE I
OFFICES

SECTION 1. REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the corporation in the State of Illinois and the name of the initial registered agent at said address are set forth in the original Articles of Incorporation.

SECTION 2. OTHER OFFICES. The corporation may also have an office or offices at such other place or places, within or without the State of Illinois, as the Board of Directors may from time to time designate or the business of the corporation requires.

ARTICLE II
SHAREHOLDERS

SECTION 1. ANNUAL MEETING. The annual meeting of the Shareholders of the corporation shall be held at the corporations offices in the State of Illinois on June 1 of each year, beginning with the year 2009, at the hour of 10:00 a.m., or at such time as the Board of Directors may designate, 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 shall be a legal holiday, such meeting shall be held on the next succeeding business day. Such meetings can be conducted via telephone, so long as all Shareholders can hear and be heard by all other Shareholders.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Shareholders may be called by the President, by the Board of Directors or by the Secretary at the written request of the holders of not less than one-fifth of all the outstanding shares entitled to vote at any such meeting, describing one or more purposes for which it is to be held. Such meetings can be conducted via telephone or other communication equipment, so long as all Shareholders can hear and be heard by all other Shareholders. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. 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 Illinois, except as otherwise provided in SECTIONS 1, 2 and 5 of this article.

SECTION 4. NOTICE OF MEETINGS. 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 be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, unless a different time shall be provided by the Illinois Business Corporation Act or the Articles of Incorporation of the corporation, either personally, by mail or by electronic facsimile, by or at the direction of the President, or the Secretary, or other Officer or person calling the meeting, to each Shareholder of record entitled to vote at such 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 record books or similar records of the corporation, with postage thereon prepaid. Such further notice shall be given as may be required by law. Except as otherwise expressly provided by statute, no publication of any notice of a meeting of the Shareholders shall be required. Notice of the time, place, or purpose of any meeting of the Shareholders shall not be required to be given to any Shareholder who shall waive such notice in writing signed at any time. Such waiver shall be filed with the records of the meeting. Except where otherwise required by law, notice of any adjourned meeting of the Shareholders of the corporation shall not be required to be given.

SECTION 5. MEETING OF ALL SHAREHOLDERS. If all of the Shareholders shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 6. 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 Shareholders, or Shareholder 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, sixty days. If the stock transfer books shall be closed for the purpose of determining Shareholders entitled to notice of or to vote at a meeting of Shareholders, such books

shall be closed for at least ten days, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, at least twenty 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 sixty days and, for a meeting of Shareholders, not less than ten days, or in the case of a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, not less than twenty days, immediately preceding such meeting. 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 sent by electronic facsimile, 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 such determination of Shareholders.

SECTION 7. VOTING LISTS. The Officer or agent having charge of the transfer books for shares of the corporation shall make, within twenty days after the record date for a meeting of Shareholders, or ten days before such meeting, whichever is earlier, a complete list of the Shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by any Shareholder, and to copying at the Shareholder's expense, at any time during usual business hours.

SECTION 8. QUORUM. A majority of the outstanding shares of the corporation entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of Shareholders; provided that, if less than a majority of the outstanding shares are represented at said meeting, a majority of the shares so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting shall be the act of the Shareholders, unless the vote of a greater number is required by the Illinois Business Corporation Act, the Articles of Incorporation or these Bylaws.

SECTION 9. VOTING. Except as otherwise provided in the Illinois Business Corporation Law or the Articles of Incorporation of the corporation at every meeting of the Shareholders, each Shareholder of the corporation entitled to vote at such meeting shall have one vote in person or by proxy

for each share of stock having voting rights held by him and registered in his name on the books of the corporation at the time of such meeting.

SECTION 10. ORGANIZATION OF THE MEETINGS. Meetings of the Shareholders shall be presided over by the President, or if he is not present, by the Vice-President, or if neither the President nor a Vice-President is present, by a chairman to be chosen by the holders, present in person or by proxy, entitled to cast a majority of the votes. The Secretary of the corporation, or in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the meeting shall choose any person present to act as secretary of the meeting.

SECTION 11. INFORMAL ACTION BY SHAREHOLDERS. Any action required by the Articles of Incorporation or Bylaws of the corporation, or any other provision of law 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 a consent in writing setting forth the action so taken shall be signed by all of the shareholders thereof entitled to vote with respect to the subject matter thereof. Such action must be in writing and can be taken by telefax, telegraph or telex. Any such consent signed by all the Shareholders shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State. Any such consent may be executed in counterparts, and a signature of a Shareholder sent by telefax shall be fully effective.

ARTICLE III DIRECTORS

SECTION 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by, or under the direction of, its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors of the corporation shall be not less than one (1) and not more than five (5). A Director shall hold office until the next annual meeting of Shareholders or until his successor shall have been elected and qualified. Directors need not be residents of Illinois, citizens of the United States of America, or Shareholders of the corporation. The number of Directors may be increased or decreased from time to time by the amendment of this section. No decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, 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 without the State of Illinois, for the holding of additional regular meetings without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, or any Vice-President or the Secretary by oral notice in person or over the telephone or written notice sent by telefax, telegraph or telex. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or outside of the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them, or may conduct the meeting via telephone or other communicative equipment, so long as all Directors can hear and be heard by all other Directors. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 5. PLACE OF MEETING. Regular or special meetings of the Board of Directors may be held, either within or outside the State of Illinois or the United States of America.

SECTION 6. NOTICE. Notice of any special meeting shall be given at least two days previous thereto by written notice delivered personally, mailed or sent via telefax, telegraph or telex to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the Telegraph Company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where 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 7. QUORUM. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided, that if less than a majority of such number of Directors is present at said meeting, a majority of the

directors present may adjourn the meeting from time to time without further notice.

SECTION 8. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Article of Incorporation.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors and 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 majority of the Board of Directors may fill any vacancy prior to such annual or special meeting of Shareholders.

SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time, upon written notice to the Board of Directors. A Director may be removed, with or without cause, by a majority of Shareholders, if the notice of the meeting names the Director or Directors to be removed at said meeting. Any vacancy so created may be filled by said Shareholders.

SECTION 11. INFORMAL ACTION BY DIRECTORS. Unless specifically prohibited by the Illinois Business Corporation Act, the Articles of Incorporation or the Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors thereof entitled to vote with respect to the subject matter thereof. Such action must be in writing and can be taken by telefax, telegraph or telex. Any such consent signed by all the Directors shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State. Any such consent may be executed in counterparts, and a signature of a Director sent by telefax shall be fully effective.

SECTION 12. COMPENSATION. The members of the Board of Directors shall not receive any compensation for their services. By resolution of the Board of Directors, with the consent of all the Shareholders, the Directors may be paid their expenses, if any, of attendance at each meeting of the board.

SECTION 13. 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 conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file 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. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV OFFICERS

SECTION 1. NUMBER. The Officers of the corporation shall be a President, a Secretary and a Treasurer, and such Vice Presidents, Assistant Treasurers, Assistant Secretaries or other Officers as 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 shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of Shareholders. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. 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. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election or appointment of an Officer or agent shall not of itself create contract rights.

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. PRESIDENT. Subject to the direction and control of the Board of Directors, the President shall in general supervise and control all of the business and affairs of the corporation. He shall 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 Shareholders and the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Shareholders, Board of Directors or by these Bylaws to some other Officer or agent of the corporation, or shall be 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 5. VICE-PRESIDENTS. In the absence of the President or in the event of his 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, 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 6. TREASURER. The Treasurer 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 Bylaws; (b) in general perform all 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 7. SECRETARY. The Secretary shall: (a) keep the minutes of the Shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws 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 certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; (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 issue 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; (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. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. 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 as thereunto authorized by the Board of Directors may sign with the President or a Vice-President certificates for shares of the corporation, the issue of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

SECTION 9. 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 such 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 evidence 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 evidence 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 may be determined by the Illinois Business Corporation Act and the Board of Directors. Such certificates shall be signed by the President and by the Secretary and shall be sealed with the seal of the corporation. All certificates for shares shall be consecutively numbered or otherwise identified. Each certificate representing shares shall also state upon the face thereof the name of the corporation and that the corporation is organized under the laws of the State of Illinois; the name of the person to whom issued; the number and class of shares, and the designation of series, if any, which such certificate represents; and the par value of each share represented by such certificate or a statement that the shares are without par value. The name 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 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 shall have been surrendered and canceled, 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. No certificate shall be issued for any share until such share is fully paid.

SECTION 2. LOST CERTIFICATES. No certificate representing shares in the corporation shall be issued in place of any certificate alleged to have been lost, destroyed, or stolen except on production of such evidence of such loss, destruction, or theft and on delivery to the corporation, if the Board of Directors shall so require, of a bond of indemnity in such amount (not exceeding twice the value of the shares represented by such certificate), upon such terms and secured by such surety as the Board of Directors may in its discretion require.

SECTION 3. TRANSFERS OF SHARES. Upon compliance with any provisions restricting the transferability of shares that may be set forth in the Articles of incorporation, these Bylaws, or any written agreement in respect thereof, transfers of shares of the corporation shall be made only on the books of the corporation by the holder of record 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 the owner thereof for all purposes as regards the corporation.

ARTICLE VII BOOKS AND RECORDS

The corporation shall keep at the registered office or principal place of
business, or at the offices of the transfer agents or registrars, a record of its
Shareholders, giving the names and addresses of all Shareholders and the
number of class of shares held by each. Within 6 month after the close of
each fiscal year, the corporation shall prepare financial statements, which
may be consolidated or combined statements of the corporation and
one or more of its subsidiaries, as appropriate, that include a balance
sheet as of the end of the fiscal year, an income statement for that year,
and a statement of changes in the Shareholders' equity for the year
unless that information appears elsewhere in the financial statements.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall begin on January 1st of each year
and end on December 31st of each year.

ARTICLE IX SEAL

The corporate seal shall have inscribed thereon the name of the
corporation and the words "Corporate Seal, Illinois." The seal may be
used by causing it, or a facsimile thereof, to be impressed on or affixed
to an instrument, or in any other manner reproduced, provided that the
affixing of the corporate seal to an instrument shall not give the
instrument additional force or effect, or change the construction thereof,
and the use of the corporate seal is not mandatory.

ARTICLE X INDEMNIFICATION OF DIRECTORS OR OFFICERS

Indemnification of the Directors or Officers shall be authorized in
accordance with the provisions of the laws of the State of Illinois and the
Articles of Incorporation.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws, to the extent permitted by the Illinois Business Corporation Act, may be adopted at any meeting of the Board of Directors of the corporation by a majority vote of the Directors present at the meeting.

I DO HEREBY CERTIFY, that I am the duly elected, qualified and acting Corporate Assistant Secretary of FrankfurtRhineMain Corp. and that the foregoing Bylaws were adopted as the Bylaws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal the 15th day of August, 2008.

Klaus U. Thiedmann
Assistant Secretary

[Seal]