

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (date of earliest event reported): December 23, 2010**

**ANPATH GROUP, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of Incorporation)

**333-123655**  
(Commission File Number)

**20-1602779**  
(I.R.S. Employer Identification Number)

**224 Rolling Hill Road, Suite 2A, Mooresville, NC 28117**  
(Address of principal executive offices/ZIP Code)

**(704) 658-3350**  
Registrant's telephone number, including area code)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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As previously disclosed, commencing on May 20, 2010, Anpath Group, Inc. (the “Company”) filed a voluntary petition for reorganization under Chapter 11 of Title 11 of the United States Code (“Chapter 11”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) as Case No. 10-11652 (KJC).

On November 22, 2010, the Bankruptcy Court entered an order (the “Confirmation Order”) confirming the Company’s first amended plan of reorganization of the Company, as modified (the “Plan”). Simultaneously with the entry of the Confirmation Order, the Company received final approval from the Bankruptcy Court for debtor-in-possession financing up to a total amount of \$1,464,000, pursuant to the Debtor-in-Possession Credit and Security Agreement, dated as of May 20, 2010, as amended by the First Amendment, dated October 1, 2010.

On December 23, 2010, the Plan became effective and the Company consummated its reorganization and emerged from Chapter 11 (the “Reorganization”).

**ITEM 1.02 — TERMINATION OF A DEFINITIVE MATERIAL AGREEMENT.**

*Convertible Notes Claims*

On the Effective Date, pursuant to the Plan, all outstanding obligations under the following notes (collectively, the “Prepetition Notes”) were cancelled and the indentures governing such obligations were cancelled, except to the extent to allow the Debtors to make distributions pursuant to the Plan on account of Convertible Notes Claims:

- 6% convertible notes due on or before March 15, 2009.
- 8% convertible notes due on April 8, 2010.
- 8% convertible note due on July 1, 2010
- 8% convertible notes due from August 25, 2010 through December 24, 2010.

*Prepetition Secured Lenders’ Claims*

On the Effective Date, pursuant to the Plan, all outstanding obligations under the secured loan facility entered on January 8, 2008, for \$1,500,000, and various secured loan facilities entered on April 1, 2010 through May 3, 2010, for \$286,000 (collectively, the “Prepetition Secured Credit Facilities”), were cancelled, except to the extent to allow distributions pursuant to the Plan on account of claims under the Prepetition Secured Credit Facilities.

*Debtor-in-Possession Claims*

On the Effective Date, pursuant to the Plan, all amounts outstanding under the Debtor-in-Possession Credit and Security Agreement, dated as of May 20, 2010, as amended by the First Amendment, dated October 1, 2010, among the Company, as borrower, Laidlaw, as administrative agent, ANPG Lending, LLC and the other lenders party thereto from time to time, were paid and such agreement was terminated in accordance with its terms.

*Equity Interests*

Upon the Effective Date, by operation of the Plan, all of the common stock, preferred stock and other instruments evidencing an ownership interest in the Company, whether or not transferable, and any option, warrant or other right, contractual or otherwise, to acquire any such interest in the Company that existed before the Effective Date, any phantom stock or other similar stock unit provided pursuant to the Company’s prepetition employee compensation programs and any claim related to the purchase of interests subject to subordination pursuant to section 510(b) of the Bankruptcy Code were cancelled as of the Effective Date.

**ITEM 3.02 — UNREGISTERED SALES OF EQUITY INTERESTS.**

As described above, on the Effective Date, the Company issued (i) approximately 500,000 shares of the Company's New Common Stock to holders of the Company's old common stock, (ii) approximately 3,599,351 shares of the Company's New Common Stock to holders of the Debtor-In-Possession Claims, (iii) approximately 5,128,154 shares of the Company's New Common Stock to holders of the Pre-Petition Secured Lenders' Claims, and (iv) approximately 3,400,000 shares of the Company's New Common Stock to holders of the Convertible Notes Claims. Total shares outstanding on the Effective Date will be approximately 12,627,505 shares of the Company's New Common Stock.

The issuance of the shares of the Company's New Common Stock described above were exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), pursuant to section 1145 of the Bankruptcy Code, which generally exempts from such registration requirements the issuance of securities under a plan of reorganization.

**ITEM 3.03 — MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.**

The information set forth in Items 1.01 and 1.02 is incorporated in this Item 3.03 by reference.

**ITEM 5.01 — CHANGES IN CONTROL OF REGISTRANT.**

In connection with the Reorganization described above, a change in control of the Company occurred on the Effective Date.

**ITEM 5.02 — DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS, ELECTION OF DIRECTORS, APPOINTMENT OF CERTAIN OFFICERS, COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

*Board of Directors*

Pursuant to the Plan, as of the Effective Date, the Board consists of J. Lloyd Breedlove, Ira N. Kalfus, Phillip Mandelbaum, Carl M. Sutera, and Steven Singer. The biographies of the new directors are as follows:

Ira N. Kalfus, M.D. - Dr. Kalfus was formerly VP of Medical Affairs at Lev Pharmaceuticals, where he led the clinical development for Cinryze, which was approved by FDA in 2008. Upon the acquisition of Lev by ViroPharma Inc. in 2008, he has advised ViroPharma on product launch, expansion and investor relations. He is also a principal at M2G Consulting and is particularly interested in early to late stage pharmaceutical and biotech opportunities. Clients include hedge funds, advisory firms and industry. He is Chief Medical Officer of Thar Pharmaceuticals, a Pittsburgh based pharmaceutical start-up. His other positions have included Hillside Medical Associates (practicing internist for approximately 15 years)Aetna/US Healthcare (Medical Director), and Long Island Jewish Medical Center (President of the Staff Society and Chairman of Performance Improvement). Dr. Kalfus completed residency in Internal Medicine at Long Island Jewish Medical Center and graduated from Albert Einstein College of Medicine (M.D.) and Columbia University (B.A. in Biology).

Philip Mandelbaum - Since September, 1998, Philip Mandelbaum has served as Treasurer and Chief Financial Officer of The Remus Group, a consortium of privately held investment companies. Mr. Mandelbaum is a graduate of the Rutgers Graduate School of Business Administration with a Masters Degree in Business Administration from the Professional Accounting Program. Mr. Mandelbaum is Certified Public Accountant and has practiced in the public accounting arena for over 30 years.

Steven G. Singer - Since November, 2000, Steven Singer has served as the Chairman and Chief Executive Officer of American Banknote Corporation, a global leader in security documents (including passports, national ID cards, credit cards and checks) since 1795. Mr. Singer is a graduate *summa cum laude* of the University of Pennsylvania and the Harvard Law School. During the past 10 years, he has served as the Chairman of the Board of Globix Corporation, Motient Corporation, ABnote Limitada do Brasil, Pure 1 Systems, and Leigh Mardon PTY, and as Members of the Board of TV Max Holdings LLC, Galaxy Cable LLC, Neon Corporation, Technicon Instruments Corp.

Carl M. Sutera - From the mid 70's thru the late 80's Carl Sutera was President and CEO of Lewis Chemical Corp. a hazardous waste recycling facility located in Boston, MA. Mr. Sutera developed several proprietary processing methods to extract chemical solvents from various waste streams yielding re-usable solvents and innocuous land fill materials. Since 1988 Mr. Sutera has been President and CEO of Pure1 Systems, a Point-of-Use water filter manufacturer, he holds several US patents on filtering and dispensing equipment for that industry. Since 2006 Mr. Sutera has been a technical consultant to ABnote, a global leader in the security documents industry. Mr. Sutera is a graduate of Wentworth Institute's ASE School of Aerospace Engineering and Northeastern University's College of Engineering and holds a bachelors degree in Mechanical Engineering from that institution.

**ITEM 5.03 — AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.**

In accordance with the Plan, the Company's certificate of incorporation and bylaws were amended and restated in their entirety. The Company's Amended and Restated Certificate of Incorporation (the "Charter") and Amended and Restated Bylaws (the "Bylaws") became effective on the Effective Date. The Charter and the Bylaws are exhibits hereto, each of which is incorporated by reference herein.

**ITEM 8.01 — OTHER EVENTS.**

*Successor Issuer*

Upon completion of the Reorganization, in accordance with Rule 12g-3(a) under the Exchange Act the New Common Stock of the Company as successor issuer to the Company's old common stock, is deemed to be registered under Section 12(b) of the Exchange Act.

*Press Release*

On December 23, 2010, the Company announced that it had consummated the Plan. A copy of the press release is attached as an exhibit hereto and is incorporated herein by reference.

**ITEM 9.01 — FINANCIAL STATEMENTS AND EXHIBITS.**

The following exhibit is filed herewith:

<b><u>EXHIBIT NO.</u></b>	<b><u>DESCRIPTION OF EXHIBITS</u></b>
3.1	<a href="#"><u>Amended and Restated Certificate of Incorporation</u></a>
3.2	<a href="#"><u>Amended and Restated Bylaws</u></a>
99.1	<a href="#"><u>Press Release, dated December 23, 2010, titled "Anpath Group Announces its Successful Emergence From its Chapter 11 Restructuring"</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 23, 2010

**ANPATH GROUP, INC.**

By: /s/ J. Lloyd Breedlove  
Name: J. Lloyd Breedlove  
Title: President and CEO

**INDEX OF EXHIBITS**

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**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ANPATH GROUP, INC.  
(As of December 23, 2010)**

Anpath Group, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

- A. The Corporation was originally incorporated under the name "*Telecomm Sales Network, Inc.*" and filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on August 26, 2004. The Corporation filed the Certificate of Amendment with the Secretary of State of the State of Delaware on January 12, 2007.
- B. In accordance with Sections 242, 245 and 303 of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "GCL") and pursuant to the authority granted to the Corporation under Section 303 of the GCL to put into effect and carry out the Debtors' Plan of Reorganization under Chapter 11 of the Bankruptcy Code, as confirmed on November 22, 2010 by order of the Bankruptcy Court (the "Plan of Reorganization"), the Corporation hereby amends and restates its Certificate of Incorporation as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is Anpath Group, Inc. (the "Corporation").

**ARTICLE II  
REGISTERED OFFICE**

The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, New Castle County. The name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

**ARTICLE III  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the GCL.

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**ARTICLE IV  
AUTHORIZED STOCK**

The total number of shares of all classes of stock which the Corporation shall have authority to issue shall be one hundred five million (105,000,000) shares, of which one hundred million (100,000,000) shares shall be common stock, par value \$0.0001 per share (the "Common Stock") and five million (5,000,000) shares shall be preferred stock, par value \$0.0001 per share (the "Preferred Stock"). All of the shares of Common Stock shall be of one class.

The shares of Preferred Stock shall be undesignated Preferred Stock and may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issuance and duly adopted by the Board of Directors of the Corporation, authority to do so being hereby expressly vested in the Corporation's Board of Directors. The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors of the Corporation, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares in any such series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series.

The Corporation shall not issue any non-voting equity securities to the extent prohibited by Section 1123(a)(6) of Title 11 of the United States Code (the "Bankruptcy Code") as the same is in effect on the date of the filing of this Certificate of Incorporation with the Secretary of State of the State of Delaware; provided, however, that this provision of Article IV will have no further force and effect beyond that required under Section 1123(a)(6) of the Bankruptcy Code, (ii) will have such further force and effect, if any, only for so long as Section 1123(a)(6) of the Bankruptcy Code is in effect and applicable to the Corporation, and (iii) in all events may be amended or eliminated in accordance with such applicable law as from time to time may be in effect.

The authority of the Board of Directors of the Corporation with respect to each such class or series of Preferred Stock shall include, without limitation of the foregoing, the right to determine and fix:

- the distinctive designation of such class or series and the number of shares to constitute such class or series;
- the rate at which dividends on the shares of such class or series shall be declared and paid or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;
- the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption;
- the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;



- the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;
- the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligations;
- voting rights, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock;
- limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and
- such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with this Certificate of Incorporation, may deem advisable and are not inconsistent with the law and the provisions of this Certificate of Incorporation.

**ARTICLE V  
ELECTION OF DIRECTORS**

The election of directors of the Corporation need not be by written ballot unless otherwise required by the bylaws of the Corporation.

**ARTICLE VI  
BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is hereby expressly authorized to make, alter and repeal bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any bylaw, whether adopted by them or otherwise.

**ARTICLE VII  
NUMBER OF DIRECTORS**

The number of directors that constitutes the entire Board of Directors of the Corporation shall be as specified in the bylaws of the Corporation; provided, however, under and in accordance with the reorganization proceeding styled Anpath Group, Inc., Case No. 10-11652 (KJC) which confirmed the Plan of Reorganization, the initial Board of Directors after the date of this Certificate of Incorporation (the "Initial Board of Directors") shall consist of five members.

**ARTICLE VIII  
MEETINGS OF THE STOCKHOLDERS**

Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the bylaws of the Corporation may provide. The books of the Corporation may be kept (subject to any provisions of applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation.

**ARTICLE IX  
LIMITATION OF LIABILITY OF DIRECTORS;  
INDEMNIFICATION OF DIRECTORS AND OFFICERS;  
PERSONAL LIABILITY OF DIRECTORS**

The Corporation shall indemnify each of the Corporation's directors and officers in each and every situation where, under Section 145 of the GCL, as amended from time to time ("Section 145"), the Corporation is permitted or empowered to make such indemnification. The Corporation may, in the sole discretion of the Board of Directors of the Corporation, indemnify any other person who may be indemnified pursuant to Section 145 to the extent that the Board of Directors deems advisable, as permitted by Section 145.

No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that the foregoing shall not eliminate or limit the liability of a director of the Corporation (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is subsequently amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended GCL. For purposes of this Article IX, "fiduciary duty as a director" shall include any fiduciary duty arising out of service at the Corporation's request as a director of another corporation, partnership, joint venture or other enterprise, and "personal liability to the Corporation or its stockholders" shall include any liability to such other corporation, partnership, joint venture, trust or other enterprise and any liability to the Corporation in its capacity as a security holder, joint venturer, partner, beneficiary, creditor or investor of or in any such other corporation, partnership, joint venture, trust or other enterprise.

Neither any amendment nor repeal of this Article IX nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article IX shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any cause of action, suite or claim that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE X  
COMPROMISE OR ARRANGEMENT**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or on the application of any receiver or receivers appointed for this Corporation under Section 291 of the GCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of the GCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such a manner as the said court directs. If a majority in a number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement an to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation as the case may be, and also on this Corporation.

**ARTICLE XI  
AMENDMENT OF PROVISIONS OF CERTIFICATE OF INCORPORATION**

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation, and other provisions authorized by the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed the statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**IN WITNESS WHEREOF, ANPATH GROUP, INC.** has caused this Amended and Restated Certificate of Incorporation to be executed by J. Lloyd Breedlove, its President and CEO, on this 23<sup>rd</sup> day of December 2010.

**ANPATH GROUP, INC.**

By: \_\_\_\_\_  
Name: J. Lloyd Breedlove  
Title: President and CEO



**AMENDED AND RESTATED  
BYLAWS OF  
ANPATH GROUP, INC.**

**As adopted on December 23, 2010**

**ARTICLE I  
OFFICES**

Section 1. Principal Office. The principal office of the Corporation shall be located at 2224 Rolling Hill Road, Suite 2A, Mooresville, North Carolina 28117, or such place as the Board of Directors may specify from time to time.

Section 2. Registered Office. The registered office of the Corporation shall be located at 1209 Orange Street Wilmington, Delaware 19801, New Castle County, or at such other place as the Board of Directors shall determine from time to time.

Section 3. Other Offices. The Corporation may have such other offices at such other places, either within or without the State of Delaware, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

**ARTICLE II  
MEETINGS OF STOCKHOLDERS**

Section 1. Place of Meeting. Meetings of the stockholders of the Corporation shall be held at the such place, either within or without the State of Delaware, as may be designated from time to time by the Board of Directors, or, if not so designated, then at the principal office of the Corporation required to be maintained pursuant to Article I, Section 2 hereof. The Board of Directors may, in its sole discretion and subject to such guidelines and procedures as the Board of Directors may adopt for such meeting, permit stockholders and proxy holders not present at such meeting to: (i) participate in such meeting of stockholders; and (ii) be deemed present in person and vote at such meeting of stockholders, provided that: (A) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxy holder; (B) the Corporation shall implement reasonable measures to provide stockholders and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders; and (C) if any stockholder or proxy holder votes or takes other action at the meeting by means of remote communication, the Corporation shall maintain a record of such vote or other action.

Section 2. Annual Meetings. The annual meeting of the stockholders shall be held during the month of August or as may be designated from time to time by the Board of Directors, at such time and place as the Board of Directors shall determine, at which time the stockholders shall elect a Board of Directors and transact such other business as may be properly brought before the meeting. Notwithstanding the foregoing, the Board of Directors may cause the annual meeting of stockholders to be held on such other date in any year as they shall determine to be in the best interest of the Corporation, and any business transacted at said meeting shall have the same validity as if transacted on the date designated herein.

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Section 3. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or the Corporation's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), may be called by the Chairman of the Board, Chief Executive Officer or President. The President or Secretary shall call a special meeting when: (i) requested in writing by any two or more of the directors, or one director if only one director is then in office; or (ii) requested in writing by stockholders owning a majority of the shares entitled to vote. Such written request shall state the purpose or purposes of the proposed meeting.

Section 4. Notice. Except as otherwise required by statute or the Certificate of Incorporation, written notice of each meeting of the stockholders, whether annual or special, shall be served, either personally, by mail or private carrier, or by facsimile, electronic mail or other electronic means, upon each stockholder of record entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the stockholder at his address as it appears on the records of the Corporation, with postage thereon prepaid. Notice shall be sent by facsimile, electronic mail or other electronic means only to stockholders who have agreed to receive notice by electronic means and who have not revoked such agreement. Notice of any meeting of stockholders shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. The notice shall also state the means of remote communication, if any, by which stockholders and proxy holders may be deemed present in person and vote at such meeting. Notice of any meeting of stockholders shall not be required to be given to any stockholder who, in person or by his authorized attorney, either before or after such meeting, shall waive such notice in writing. Attendance of a stockholder at a meeting, either in person or by proxy, shall itself constitute waiver of notice and waiver of any and all objections to the place and time of the meeting and manner in which it has been called or convened, except when a stockholder attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objections to the transaction of business. Notice of the time and place of any adjourned meeting need not be given otherwise than by the announcement at the meeting at which adjournment is taken, unless the adjournment is for more than thirty (30) days or after the adjournment a new record date is set.

Section 5. Proxies. A stockholder may attend, represent, and vote his shares at any meeting in person, or be represented and have his shares voted for by a proxy which such stockholder has duly executed in writing. No proxy shall be valid after three (3) years from the date of its execution unless a longer period is expressly provided in the proxy. Each proxy shall be revocable unless otherwise expressly provided in the proxy or unless otherwise made irrevocable by law.

Section 6. Quorum. The holders of a majority of the stock issued, outstanding and entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders and shall be required for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or by these Bylaws. When a quorum is present at the original meeting, any business which might have been transacted at the original meeting may be transacted at an adjourned meeting, even when a quorum is not present at the adjourned meeting. The stockholders at a meeting at which a quorum is initially present may continue to do business until adjournment, notwithstanding the withdrawal of sufficient stockholders to leave less than a quorum. If, however, such majority shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote at such meeting, present in person or by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting unless the adjournment is for more than thirty (30) days or after the adjournment a new record date is set, until the required amount of voting stock shall be present. At such adjourned meeting at which a quorum shall be present in person or by proxy, any business may be transacted that might have been transacted at the meeting originally called.

Section 7. Voting of Shares. Each outstanding share of voting capital stock of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the stockholders, except as otherwise provided in the Certificate of Incorporation. The vote by the holders of a majority of the shares voted on any matter at a meeting of stockholders at which a quorum is present shall be the act of the stockholders on that matter, unless the vote of a greater number is required by law, by the Certificate of Incorporation, or by these Bylaws; provided, however, that directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. Voting on all matters shall be by voice vote or show of hands unless the holders of ten percent (10%) of the shares represented at the meeting shall, prior to voting on any matter, demand a written ballot on that particular matter. Shares of its own stock owned by the Corporation, directly or indirectly, through a subsidiary or otherwise, shall not be voted and shall not be counted in determining the number of shares entitled to vote; except that shares held in a fiduciary capacity may be voted and shall be counted except to the extent provided by law.

Section 8. Action Without Meeting.

(a) Any action required or permitted to be taken at any annual or special meeting of the stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

(b) Every written consent shall bear the date of signature of each stockholder who signs the consent, and no consent shall be effective to take the corporate action referred to in such consent unless, within sixty (60) days of the earliest dated consent delivered to the Corporation in the manner required in these Bylaws, written consents signed by a sufficient number of stockholders to take action are delivered to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

(c) A telegram, electronic mail or other electronic transmission consenting to action to be taken and transmitted by a stockholder or proxy holder, or by a person or persons authorized to act for a stockholder or proxy holder, shall be deemed to be written, signed and dated, as required by Section 228 of the General Corporation Law of Delaware and by these Bylaws, provided that any such telegram, electronic mail or other electronic transmission sets forth or is delivered with information from which the Corporation can determine: (i) that the telegram, electronic mail or other electronic transmission was transmitted by the stockholder, proxy holder or person authorized to act for the stockholder or proxy holder; and (ii) the date on which such stockholder, proxy holder or authorized person(s) transmitted such telegram, electronic mail or other electronic transmission. The date on which such telegram, electronic mail or other electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. Unless otherwise provided by resolution of the Board of Directors, no consent given by telegram, electronic mail or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Corporation by delivery to its registered office, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the Corporation's registered office shall be made by and or by certified or registered mail, return receipt requested.

(d) Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. If the action which is consented to is such as would have required the filing of a certificate under any section of the General Corporation Law of Delaware if such action had been voted on by the stockholders at a meeting thereof, then the certificate filed under such section shall state, in lieu of any statement required by such section concerning any vote of stockholders, that written notice and written consent have been given as provided in Section 228 of the General Corporation Law of Delaware.

Section 9. Fixing of Record Date. For the purposes of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. For the purpose of determining the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in the manner provided by law. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action. For the purpose of determining the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.



Section 10. List of Stockholders. The Secretary shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete alphabetical list of the stockholders entitled to vote at the meeting, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not specified, at the place where the meeting is to be held. The list shall be produced and kept at the time and place of meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 11. Inspectors of Election.

(a) Appointment of Inspectors of Election. In advance of any meeting of stockholders, the Board of Directors may appoint any persons, other than nominees for office, as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election are not so appointed, the chairman of any such meeting may appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting or at the meeting by the person acting as chairman.

(b) Duties of Inspectors. The inspectors of elections shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine the results and do such acts as may be proper to conduct the election or vote with fairness to all stockholders. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as possible.

(c) Vote of Inspectors. If there are three (3) inspectors of election the decision, act or certificate of a majority shall be effective in all respects as the decision, act or certificate of all.

(d) Report of Inspectors. On request of the chairman of the meeting, the inspectors shall make a report in writing of any challenge or question or matter determined by them and shall execute a certificate of any fact found by them. Any report or certificate made by them shall be prima facie evidence of the facts stated therein.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise provided by law, by the Certificate of Incorporation of the Corporation or by these Bylaws.

Section 2. Number, Term and Qualifications. The number of directors of the Corporation shall be not more than five (5) but not less than (1), the actual number to be fixed by the stockholders or the Board of Directors from time to time. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies. Directors need not be residents of the State of Delaware or stockholders of the Corporation.

Section 3. Initial Board. Subject to the General Corporation Law of Delaware, the Initial Board of Directors (as defined in the Certificate of Incorporation) shall consist of five members pursuant to the Corporation's Plan of Reorganization (as defined in the Certificate of Incorporation).

Section 4. Election of Directors. Except as provided in Section 7, below, the directors shall be elected at the annual meeting of stockholders (or by written consent in lieu of such meeting) and such directors, as provided in Section 7 of Article II, shall be elected by a plurality of the votes of the shares present or represented by proxy at the meeting (or executing the written consent in lieu of such meeting) and entitled to vote in the election of directors.

Section 5. Removal. At a special meeting of the stockholders called for the purpose and in the manner provided in these Bylaws, subject to any limitations imposed by law or the Certificate of Incorporation, the Board of Directors, or any individual director, may be removed from office, with or without cause, and a new director or directors elected by a vote of stockholders holding a majority of the outstanding shares entitled to vote at an election of directors.

Section 6. Resignation. Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of such notice or at such later time as shall be specified in such notice. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. Any vacancy in the Corporation's Board of Directors, including, without limitation, any vacancy created by an increase in the authorized number of directors or resulting from the stockholders' failure to elect the full authorized number of directors, may be filled by the vote of a majority of the remaining directors then in office, though less than a quorum. If the vacant office was held by a director elected by a voting group, only the remaining director or directors elected by that voting group or the holders of shares of that voting group are entitled to fill the vacancy. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. The stockholders may elect a director at any time to fill a vacancy not filled by the directors.

Section 8. Compensation. The Board of Directors may cause the Corporation to compensate directors for their services as directors and may provide for payment by the Corporation of all expenses incurred by directors in attending regular and special meetings of the Board.

**ARTICLE IV  
MEETINGS OF DIRECTORS**

Section 1. Annual and Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of stockholders. In addition, the Board of Directors may provide, by resolution, for the holding of additional regular meetings.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or any two or more directors, or one director if only one director is then in office. Such meetings may be held at the time and place designated in the notice of the meeting.

Section 3. Notice of Meetings.

(a) Regular meetings of the Board of Directors may be held without notice. Written notice of the time and place of all special meetings of the Board of Directors shall be given at least twenty-four (24) hours before the meeting and not more than thirty (30) days prior to the meeting; such notice need not specify the purpose for which the meeting is called. Notice of any meeting may be waived in writing at any time before or after the meeting and will be waived by any director by attendance at such meeting, except when the director attends the meeting for the express purposes of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) days in any one adjournment.

(b) The transaction of all business at any meeting of the Board of Directors, however called or noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the directors not present shall sign a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. 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 any written waiver of notice or consent unless so required by the Certificate of Incorporation or these Bylaws. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4. Quorum. At all meetings of the Board of Directors, the presence of a majority of the directors shall constitute a quorum for the transaction of business.

Section 5. Manner of Acting. Except as otherwise provided by law, these Bylaws or the Certificate of Incorporation of the Corporation, 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.

Section 6. Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board of Directors consent in writing, and such writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section 7. Telephonic Meetings. Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**ARTICLE V  
COMMITTEES OF THE BOARD**

Section 1. Creation. The Board of Directors may designate two (2) or more directors to constitute a Executive Committee or other committees, each of which, to the extent authorized by law and provided in the resolution shall have and may exercise all of the authority delegated to the Executive Committee or other committee by the Board of Directors in the management of the Corporation, except as set forth in Section 7, below.

Section 2. Vacancy. Any permanent vacancy occurring on a committee shall be filled by the Board of Directors.

Section 3. Removal. Any member of a committee may be removed at any time, with or without cause, by the Board of Directors.

Section 4. Procedures and Minutes. Any such committee shall elect a presiding officer from among its members and may fix its own rules of procedure, which may not be inconsistent with these Bylaws. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.

Section 5. Meetings; Quorum. Regular meetings of any such committee may be held without notice at such time and place as such committee may fix by resolution. Special meetings of any such committee may be called by any member thereof upon not less than one (1) days' notice stating the place and time of such meeting, which notice may be written or oral, and if mailed, shall be deemed delivered when deposited in the United States mail addressed to any member of the committee at his business address. Any member of the committee may waive notice of meeting and no notice of meeting need be given to any member thereof who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. A majority of the members of any such committee shall constitute a quorum for the transaction of business at any meeting thereof, and actions of such committee must be authorized by the affirmative vote of a majority of the members pursuant to a meeting at which a quorum is present. In the absence or disqualification of a member of the committee, the member or members present and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified member.

Section 6. Responsibility of Directors. The designation of a Executive Committee or other committee and the delegation thereto of authority shall not alone operate to relieve the Board of Directors or any member thereof, of any responsibility or liability imposed upon it or him by law.

Section 7. Restrictions on Committees. Neither the Executive Committee nor any other committee shall have the authority to: (a) approve or adopt or recommend to the stockholders, any action or matter expressly required by the Delaware General Corporation Law to be submitted to the stockholders for approval; (b) adopt, amend or repeal Bylaws; (c) amend the Certificate of Incorporation; (d) authorize distributions; (e) fill vacancies on the Board of Directors or on any of its committees, except as provided in Section 5, above; (a) approve a plan of merger not requiring stockholder approval; (b) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors; (c) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except within limits specifically prescribed by the Board of Directors; (d) fix compensation of the directors for serving on the Board or on any committee; or (e) amend or repeal any resolution of the Board of Directors which by its terms shall not be so amendable or repealable.

## **ARTICLE VI OFFICERS**

Section 1. Officers. The Board of Directors shall elect a President and a Secretary or Assistant Secretary, and may elect or appoint a chief executive officer, one or more vice presidents, one or more assistant secretaries, a treasurer or chief financial officer, and other or additional officers as in its opinion are desirable for conduct of the business of the Corporation. The Board of Directors may elect from its own membership a Chairman of the Board. The Board of Directors may by resolution empower any officer or officers of the Corporation to appoint from time to time such vice presidents and other or additional officers as in the opinion of the officer(s) so empowered by the Board are desirable for the conduct of the business of the Corporation. Any two or more offices may be held by the same person. In no event, however, may an officer act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. Each officer of the Corporation shall hold office for the term for which he is elected or appointed, and until his successor has been duly elected or appointed and has qualified, or until his death, resignation or removal pursuant to these Bylaws. Elections by the Board of Directors may be held at any regular or special meeting of the Board.

Section 3. Removal. Any officer elected by the Board may be removed, either with or without cause, by a vote of the Board of Directors. Any officer appointed by another officer or officers may be removed, either with or without cause, by either a vote of the Board of Directors or by the officer or officers given the power to appoint that officer. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect upon receipt of the notice.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled for the unexpired portion of the term in the manner prescribed by these Bylaws for regular appointment or elections to such offices.

Section 6. Compensation. The compensation of all officers of the Corporation shall be fixed by the Board of Directors, except that the Board may delegate to any officer who has been given the power to appoint subordinate officers, the authority to fix the salaries of such appointed officers. No officer shall be prevented from receiving a salary as an officer by reason of the fact that the officer is also a member of the Board of Directors.

Section 7. Chairman of the Board. The Chairman of the Board of Directors, if elected, shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

Section 8. Chief Executive Officer. The Chief Executive Officer, if elected, shall be the principal executive officer of the Corporation and shall preside at meetings of the Board of Directors in the absence of the Chairman of the Board. The Chief Executive Officer shall be subject to the control and direction of the Board of Directors, and shall supervise and control the management of the Corporation.

Section 9. President. If no Chief Executive Officer is elected, the President shall be the principal executive officer of the Corporation, and shall preside at meetings of the Board of Directors in the absence of the Chairman of the Board and the Chief Executive Officer. The President shall be subject to the control and direction of the Board of Directors, and in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors, the Chairman of the Board, or the Chief Executive Officer from time to time.

Section 10. Vice Presidents. In the absence or disability of the President or in the event of his death, inability or refusal to act, the Vice Presidents, in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties and exercise the powers of the President. In addition, the Vice President shall perform such other duties and have such other powers as the Board of Directors shall prescribe. Vice Presidents shall not be executive officers of the Corporation except as designated by the Board of Directors.

Section 11. Secretary and Assistant Secretary. The Secretary shall attend all meetings of the stockholders and of the Board of Directors, and shall record all acts and proceedings of such meetings in the minute book of the Corporation. The Secretary shall give notice in conformity with these Bylaws of all meetings of the stockholders and of all meetings of the Board of Directors requiring notice. The Secretary shall perform all other duties given him in these Bylaws and other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors shall designate from time to time. The President may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform other duties commonly incident to his office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 12. Chief Financial Officer or Treasurer and Assistant Treasurer. The Chief Financial Officer or Treasurer shall keep or cause to be kept the books of account of the Corporation in a thorough and proper manner, and shall render statements of the financial affairs of the Corporation in such form and as often as required by the Board of Directors or the President. The Chief Financial Officer or Treasurer, subject to the order of the Board of Directors, shall have the custody of all funds and securities of the Corporation. The Corporation shall mail the annual financial statements, or a written notice of their availability, to each stockholder within one hundred twenty (120) days of the close of each fiscal year. The Chief Financial Officer or Treasurer shall perform other duties commonly incident to this office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time. The President may direct any Assistant Treasurer to assume and perform the duties of the Chief Financial Officer or Treasurer in the absence or disability of the Chief Financial Officer or Treasurer, and each Assistant Treasurer shall perform other duties commonly incident to this office and shall also perform such other duties and have such other powers as the Board of Directors or the President shall designate from time to time.

Section 13. Controller and Assistant Controller. The Controller, if one has been appointed, shall have charge of the accounting affairs of the Corporation and shall have such other powers and perform such other duties as the Board of Directors shall designate. Each Assistant Controller shall have such powers and perform such duties as may be assigned by the Board of Directors and the Assistant Controllers shall exercise the powers of the Controller during that officer's absence or inability to act.

Section 14. Duties of Officers May Be Delegated. In case of the absence of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any director for the time being provided a majority of the entire Board of Directors concurs in such delegation.

Section 15. Bonds. The Board of Directors may, by resolution, require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient securities, conditioned on faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## **ARTICLE VII CAPITAL STOCK**

Section 1. Certificates. The interest of each stockholder shall be evidenced by a certificate representing shares of stock of the Corporation, which shall be in such form as the Board of Directors may from time to time adopt and shall be numbered and shall be entered in the books of the Corporation as they are issued. Each certificate shall exhibit the holders' name, the number of shares and class of shares and series, if any, represented thereby, a statement that the Corporation is organized under the laws of the State of Delaware, and the par value of each share or a statement that the shares are without par value. Each certificate shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary or Treasurer or Assistant Treasurer and shall be sealed with the seal of the Corporation. Any or all of the signatures on the certificate may be facsimiles. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed on a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

Section 2. Transfer of Shares. Transfer of shares shall be made on the stock transfer books of the Corporation only upon surrender of the certificate for the shares sought to be transferred by the record holder or by a duly authorized agent, transferee or legal representative. All certificates surrendered for transfer shall be canceled before new certificates for the transferred shares shall be issued.

Section 3. Lost or Destroyed Certificates. A new certificate or certificates shall be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. The Corporation may require, as a condition precedent to the issuance of a new certificate or certificates, the owner of such lost, stolen, or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require or to give to the Corporation a surety bond in such form and amount as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 4. Holder of Record. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

Section 5. Treasury Shares. Treasury shares of the Corporation shall consist of such shares as have been issued and thereafter acquired by the Corporation but not cancelled by the Corporation. Treasury shares shall not carry voting or dividend rights, except rights in share dividends.

#### **ARTICLE VIII GENERAL PROVISIONS**

Section 1. Distributions to Stockholders. The Board of Directors may from time to time authorize, and the Corporation may make, distributions to its stockholders (including, without limitation, dividends and distributions involving acquisition of the Corporation's shares) in the manner and upon the terms and conditions provided by law, and subject to the provisions of its Certificate of Incorporation.

Section 2. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine.



Section 3. Depositories and Checks. All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks, or other financial institutions as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts or other orders signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time designate.

Section 4. 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 defined to specific instances.

Section 5. Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 6. 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 on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### **ARTICLE IX AMENDMENTS**

The Bylaws of the Corporation may be altered or amended and new Bylaws may be adopted by the stockholders or, if authorized by the Certificate of Incorporation, by the Board of Directors at any regular or special meeting of the Board of Directors; provided, however, that, if such action is to be taken at a meeting of the stockholders, notice of the general nature of the proposed change in the Bylaws shall have been given in the notice of a meeting. Action by the stockholders with respect to Bylaws shall be taken by an affirmative vote of a majority of the shares entitled to elect directors, and action by the directors with respect to Bylaws shall be taken by an affirmative vote of a majority of all directors then holding office.

#### **ARTICLE X INDEMNIFICATION**

Any person who at any time serves or has served as a director or officer of the Corporation, or in such capacity at the request of the Corporation for any other foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or as trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

To the extent permitted by law, expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified hereunder by the Corporation.

If a person claiming a right to indemnification under this Section obtains a non-appealable judgment against the Corporation requiring it to pay substantially all of the amount claimed, the claimant shall be entitled to recover from the Corporation the reasonable expense (including reasonable legal fees) of prosecuting the action against the Corporation to collect the claim.

Notwithstanding the foregoing provisions, the Corporation shall indemnify or agree to indemnify any person against liability or litigation expense he may incur if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his action was unlawful.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by, the stockholders of the Corporation.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

The rights granted hereunder shall not be limited by the provisions contained in Section 145 of the General Corporation Law of Delaware or any successor to such statute.

Unless otherwise provided herein, the indemnification extended to a person that has qualified for indemnification under the provisions of this Article X shall not be terminated when the person has ceased to be a director, officer, employee or agent for all causes of action against the indemnified party based on acts and events occurring prior to the termination of the relationship with the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.



**ANPATH GROUP, INC. ANNOUNCES ITS SUCCESSFUL EMERGENCE FROM ITS CHAPTER 11 RESTRUCTURING**

**MOORESVILLE, NC (December 23, 2010)** Anpath Group, Inc. (OTCBB: ANPG), (“Anpath Group”, or the “Company”), announced today its successful emergence from its Chapter 11 restructuring.

In May Anpath Group filed a voluntary petition under Chapter 11 of the U.S. Bankruptcy Code in the District of Delaware. The company secured debtor-in-possession financing from several lenders, including the Company’s existing senior secured note holder, to continue ongoing operations during the reorganization process. Commercialization of its broad range of commercial and industrial infection prevention technologies had taken the Company much longer than anticipated.

The company's plan of reorganization was confirmed on November 22, 2010 by the Hon. Kevin J. Carey of the U.S. Bankruptcy Court for the District of Delaware.

“Anpath emerges from bankruptcy with good liquidity, no long-term debt and lower overhead costs”, stated J. Lloyd Breedlove, President and CEO. “Moreover, we now have more time to execute our plans to exploit our technology and resultant infection prevention products designed to prevent the spread of infectious microorganisms that produce harmful effects on people, equipment and the environment. We believe our action, which has been made possible by the support of our senior lenders, will, in the long run, provide the best chance for all parties vested with an interest in the Company to realize the Company’s potential”.

In addition to Mr. Breedlove, the company announced the other members of its new board of highly experienced directors:

- **Ira N. Kalfus, M.D.** Dr. Kalfus was formerly VP of Medical Affairs at Lev Pharmaceuticals, where he led the clinical development for Cinryze, which was approved by FDA in 2008. Upon the acquisition of Lev by ViroPharma Inc. in 2008, he has advised ViroPharma on product launch, expansion and investor relations. He is also a principal at M2G Consulting and is particularly interested in early to late stage pharmaceutical and biotech opportunities. Clients include hedge funds, advisory firms and industry. He is Chief Medical Officer of Thar Pharmaceuticals, a Pittsburgh based pharmaceutical start-up. His other positions have included Hillside Medical Associates (practicing internist for approximately 15 years)Aetna/US Healthcare (Medical Director), and Long Island Jewish Medical Center (President of the Staff Society and Chairman of Performance Improvement). Dr. Kalfus completed residency in Internal Medicine at Long Island Jewish Medical Center and graduated from Albert Einstein College of Medicine (M.D.) and Columbia University (B.A. in Biology).
- **Philip Mandelbaum** Since September, 1998, Philip Mandelbaum has served as Treasurer and Chief Financial Officer of The Remus Group, a consortium of privately held investment companies. Mr. Mandelbaum is a graduate of the Rutgers Graduate School of Business Administration with a Masters Degree in Business Administration from the Professional Accounting Program. Mr. Mandelbaum is Certified Public Accountant and has practiced in the public accounting arena for over 30 years.

- **Steven G. Singer** Since November, 2000, Steven Singer has served as the Chairman and Chief Executive of American Banknote Corporation, a global leader in security documents (including passports, national ID cards, credit cards and checks) since 1795. Mr. Singer is a graduate *summa cum laude* of the University of Pennsylvania and the Harvard Law School. During the past 10 years, he has served as the Chairman of the Board of Globix Corporation, Motient Corporation, ABnote Limitada do Brasil, Pure 1 Systems, and Leigh Mardon PTY, and as Members of the Board of TV Max Holdings LLC, Galaxy Cable LLC, Neon Corporation, Technicon Instruments Corp.
- **Carl M. Sutera** From the mid 70's thru the late 80's Carl Sutera was President and CEO of Lewis Chemical Corp. a hazardous waste recycling facility located in Boston, MA. Mr. Sutera developed several proprietary processing methods to extract chemical solvents from various waste streams yielding re-usable solvents and innocuous land fill materials. Since 1988 Mr. Sutera has been President and CEO of Pure1 Systems, a Point-of-Use water filter manufacturer, he holds several US patents on filtering and dispensing equipment for that industry. Since 2006 Mr. Sutera has been a technical consultant to ABnote, a global leader in the security documents industry. Mr. Sutera is a graduate of Wentworth Institute's ASE School of Aerospace Engineering and Northeastern University's College of Engineering and holds a bachelors degree in Mechanical Engineering from that institution.

**About Anpath Group, Incorporated:**

Anpath Group, Inc. (Anpath), through its wholly-owned subsidiary EnviroSystems, Inc., produces cleaning and disinfecting products that it believes will help prevent the spread of infectious microorganisms while minimizing the harmful effects to people, equipment or the environment. Visit [www.anpathgroup.com](http://www.anpathgroup.com) for more information.

EnviroSystems, Inc. is focused on safe infection prevention technologies that the company believes will position the company in the forefront of the industry at a time when there is rapidly growing awareness of the critical need to prevent biological risks — both natural and man-made. Visit [www.envirosi.com](http://www.envirosi.com) for more information.

**Forward Looking Statements:**

This release may contain forward-looking statements, which reflect expectation or belief by Anpath Group, Inc. concerning future events that involve risks and uncertainties. Forward-looking statements include, the proposed budget in the Company's chapter 11 filings. Anpath Group can give no assurance that the expectations reflected in forward looking statements will prove correct and various factors could cause results to differ materially from Anpath Group expectations, including, but not limited to U.S. EPA and state registration of Anpath Group's products, foreign registration of its products, its ability to carry out its business plan, successful development and commercial acceptance of its products, ability to fund development of its technology, the risk that products may not result from development activities, protection of its intellectual property, need for regulatory approvals, and other factors discussed in periodic Anpath Group, Inc. filings with the Securities and Exchange Commission. Forward-looking statements are qualified in their entirety by the above cautionary statement. Anpath Group assumes no duty to update its outlook or other forward-looking statements as of any future date.

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