

WRITTEN CONSENT

ORGANIZATIONAL MEETING OF ICO MEMBER SERVICES, INC.

Pursuant to authority granted by Section 141(f) of the General Corporation Law of the State of Delaware, the following action is hereby taken in lieu of an organizational meeting by the initial director of ICO Member Services, Inc. (the "Corporation") effective December 20, 2004, as shown by the signature below:

CERTIFICATE OF INCORPORATION

The Certificate of Incorporation was filed in the office of the Division of Corporations, Secretary of State, State of Delaware on the 20th day of December, 2004. A duplicate original of the Certificate of Incorporation is ordered to be inserted in the Minute Book.

BYLAWS

A draft of the Bylaws for the regulation of the affairs of the Corporation has been reviewed. These Bylaws are adopted, and it is ordered that they be inserted in the Minute Book.

APPOINTMENT OF OFFICERS

Dennis Schmitt is elected as the President, Secretary, and Treasurer of the Corporation.

STOCK CERTIFICATE

A sample stock certificate has been presented by the Secretary and is adopted as a form of stock certificate of this Corporation. It is ordered that the sample stock certificate be inserted in the Minute Book.

CALL FOR STOCK SUBSCRIPTIONS

The following documents have been reviewed and are ordered inserted in the Minute Book: Subscription to Capital Stock and Certification of Secretary.

The following resolutions are adopted:

RESOLVED, that the value of the shares of common stock shall be \$10.00 per share; and be it

FURTHER RESOLVED, that the form, terms and conditions of the Subscription to Capital Stock (the "Subscription Agreement"), as submitted to the director, are hereby approved; and be it

FURTHER RESOLVED, that the Corporation is authorized to issue 100 shares of common stock to the subscriber named in the Subscription Agreement, and the director hereby calls upon the

subscriber to pay the Corporation the amount of its subscription;
and be it

FURTHER RESOLVED, that the President and the Secretary are
authorized to issue shares of stock pursuant to Section 1244 of the
Internal Revenue Code to the subscriber upon payment in cash or
other property in the amount of the subscription.

FISCAL YEAR

The last day of the fiscal year of the Corporation shall be December 31st.

TAX ELECTION

The Corporation shall be a C corporation for tax purposes.

ORGANIZATIONAL FEES

The officers are authorized to pay all fees and expenses incident and necessary to the
organization of the Corporation.

APPROVED:



Dennis Schmitt

INITIAL DIRECTOR