

BY-LAWS
OF
THE FRENCH-AMERICAN FOUNDATION

ARTICLE I

OFFICES

Section 1.01. Registered Office. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 1.02. Other Offices. The Corporation may also have offices at such other places both within and without the State of Delaware as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

CORPORATE PROPERTY

Section 2.01. Corporate Property. All property received by the Corporation, whether by gift, bequest, devise or otherwise, shall be used exclusively to promote, carry on and further the activities, objects and purposes set forth in the Certificate of Incorporation.

ARTICLE III

MEMBERS

Section 3.01. Election of Members. The members of the Corporation shall consist of the Directors and of such other persons as shall be elected to membership by the Board of Directors Corporation shall at all times have at least three (3) members.

Section 3.02. Annual Meeting. The annual meeting of members for the purpose of electing Directors and such other business as may properly come before the meeting shall be held at such date, time and place as may be fixed by the Board of Directors and specified in the notice of meeting. The annual meeting of the members of the Corporation, as provided for in this section, shall also serve as the annual meeting of the Board of Directors.

Notice of the annual meeting stating the place, date and hour of the meeting shall be delivered to each member entitled to vote at such meeting in writing or by electronic transmission not less than ten nor more than sixty days before the date of the meeting. If mailed, such written notice shall be deemed to be given when deposited in the United States mail, postage paid, directed to the member at his or her address as it appears on the records of the Corporation.

Section 3.03. Special Meetings. Special meetings of the members may be called at any time and for any purpose by the Chairman of the Board, a majority of the entire Board of Directors, the President, or by the written demand of the members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting, at such time and place and for such purposes as shall be stated in the notice thereof. The Secretary of the Corporation upon receiving the written demand shall promptly give notice of such meeting, or, if he or she fails to do so within five business days thereafter, any member signing such demand may give notice.

Notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered in writing or by electronic transmission to each member entitled to vote at such meeting not less than ten nor more than

sixty days before the date of the meeting. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice thereof.

Section 3.04. Action by Consent. Whenever any action by the members at any meeting thereof is required or permitted to be taken by statute, the Certificate of Incorporation or these By-Laws, such action may be taken without a meeting, without prior notice and without a vote, if a consent in writing or by electronic transmission, setting forth the action so taken, shall be provided by members 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 members having a right to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing or by electronic transmission.

Section 3.05. Quorum. At all meetings of members, the presence of one fifth of the members entitled to vote at such meeting shall constitute a quorum for the transaction of business; but, in the absence of a quorum, a majority of such members present may adjourn the meeting, from time to time, but not for a period of more than thirty days at any one time, until a quorum shall attend. At any such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. No notice of an adjourned meeting need be given if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.

Section 3.06. Record Dates. For the purpose of determining the members entitled to notice of or to vote at any meeting of members or for the purpose of any other action,

the Board of Directors may fix, in advance, a date as the record date for any such determination of members.

Section 3.07. Vote of Members. At any meeting of members of the Corporation, each Director and each other member entitled to vote at such meeting shall be entitled to one vote. At any meeting of members, each member having the right to vote thereat may vote in person or by proxy duly appointed by an instrument in writing, subscribed by such member and not executed more than three months prior to the meeting. Except as otherwise required by the Certificate of Incorporation, Directors to be elected at a meeting of members shall be elected by a plurality of the votes cast at such meeting by the members entitled to vote in the election, and, whenever any corporate action other than the election of Directors is to be taken by vote of the members at a meeting thereof, it shall be authorized by a majority of the votes cast at such meeting by the members entitled to vote thereon.

Section 3.08. Waivers of Notice. Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice to him or her.

Section 3.09. Organization. The Chairman of the Board shall call all meetings of members to order and shall act as chairman of such meetings. In the absence of the Chairman of the Board, the President shall call all meetings of members to order and shall act as chairman of such meetings. In the absence of the Chairman of the Board and the President, the members shall elect a chairman of the meeting. The Secretary of the Corporation shall act as secretary of

all meetings of members, but in the absence of the Secretary, the chairman of the meeting may appoint any person to act as secretary of the meeting. At all meetings of members, the chairman of the meeting shall determine the order in which the business properly coming before the meeting shall be considered.

ARTICLE IV

DIRECTORS

Section 4.01. Number of Directors. The number of Directors which shall constitute the entire Board shall be determined from time to time by resolution of the Board of Directors. The Directors shall be elected at the annual meeting of the members and each Director elected shall hold office until his or her successor is duly elected and qualified.

Section 4.02. Classes of Directors. The Board of Directors, effective as of the 2002 annual meeting of members, shall be divided into two classes, each class to consist, as nearly as may be, of one-half of the number of Directors then constituting the whole Board of Directors. At such annual meeting, the members shall determine the class of each Director elected at that meeting. The term of office of Directors of the first class shall expire at the first annual meeting next ensuing. The term of office of Directors of the second class shall expire at the second annual meeting then ensuing. At each annual meeting held after the 2002 annual meeting, the Directors elected to succeed those whose terms expire shall be elected for a term expiring at the close of the second annual meeting of members following their election.

Section 4.03. Vacancies and Newly Created Directorships. Vacancies and newly created directorships resulting from any increase in the authorized number of Directors shall be

filled by the Directors then in office, and the Directors so chosen shall hold office until the next annual election or until their successors are duly elected and qualified.

Section 4.04. Resignation and Removal of Directors. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. Such resignation shall take effect upon receipt thereof by the Chairman, President or Secretary, unless otherwise specified in the resignation. Any Director or the entire Board may be removed, with or without cause, by a majority of the members then entitled to vote at an election of Directors.

Section 4.05. Regular Meetings. Regular meetings of the Board of Directors shall be held on such day and at such time and place, either within or without the State of Delaware, or in any foreign country, as shall be fixed by resolution of the Board of Directors. Regular meetings of the Board of Directors may be held without notice.

Section 4.06. Special Meetings. Special meetings of the Board of Directors shall be held at any place in the United States, either within or without the State of Delaware, or in any foreign country, whenever called by the Chairman of the Board, the President, or the Chairman of the Board on the written request of at least ten percent of the Directors. At least 48 hours notice of each special meeting of the Board of Directors shall be given to each Director, which notice shall contain a statement of the purpose of the meeting. Business transacted at special meetings shall not be limited to the purposes stated in the notice or request.

Section 4.07. Waivers of Notice. Notice of meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice to him or her.

Section 4.08. Quorum. At all meetings of the Board of Directors, one-fifth of the number of Directors then constituting the entire Board shall constitute a quorum for the transaction of business; and the act of a majority of the Directors present, at any meeting at which there is a quorum, shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 4.09. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee may be taken without a meeting, if all members of the Board of Directors or the committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or the committee, as the case may be.

Section 4.10. Conduct of Meetings by Telephone or Other Means of Communication. Members of the Board of Directors or of any committee may participate in a meeting of the Board of Directors or of any committee, respectively, by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 4.11. Committees. The Board of Directors may at a meeting at which a quorum is present designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board of Directors may designate one or more

Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the Committee; provided, however, that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee shall, to the extent provided in the resolution of the Board of Directors, have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in the reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the members the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the members a dissolution of the Corporation or a revocation of a dissolution, or amending these By-Laws of the Corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

ARTICLE V

NOTICES

Section 5.01. Whenever, under the provisions of the Certificate of Incorporation or of these By-Laws or by statute, notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, either by first-class registered mail (airmail in the case of international communications), addressed to

such Director or member, at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, such notice being deemed to be given at the time when the same shall be deposited in the United States mail, or by electronic transmission.

ARTICLE VI

OFFICERS

Section 6.01. Officers. The officers of the Corporation shall be elected by the Board of Directors and shall include a Chairman of the Board, a President, a Secretary and a Treasurer. Any number of offices may be held by the same person. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 6.02. Salaries. The salary of all officers and agents of the Corporation shall be fixed by the Board of Directors.

Section 6.03. Term of Office. The officers of the Corporation shall hold office until their successors are duly elected and qualified. Any officer elected or appointed by the Board of Directors may be discharged at any time by the Board of Directors. Any vacancy in any office or newly created office of the Corporation shall be filled by the Board of Directors.

Section 6.04. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the members or of the Board of Directors at which he or she shall be present. He or she shall be given notice of and shall have the right to attend and vote at all committee meetings, but unless he or she has been designated as regular member of a committee he or she

shall not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present. During the absence or disability of the President, the Chairman of the Board shall exercise all of the powers and discharge all of the duties of the President.

Section 6.05. President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation and over its several officers, subject, however, to the control of the Board of Directors. He or she shall preside at all meetings of the members or of the Board of Directors in the absence of the Chairman of the Board. Except as otherwise hereinafter provided by these By-Laws, or by resolution duly adopted at any meeting, the President shall sign for the Corporation all deeds, leases and other agreements and formal instruments, and shall be a member ex-officio of all committees; he or she shall be entitled to have notice of committee meetings and to attend and vote at such meetings, but he or she shall not be counted to determine the number necessary to make a quorum or to determine whether or not a quorum is present.

Section 6.06. Secretary. The Secretary shall attend all meetings of the members or of the Board of Directors and shall record all the proceedings of such meetings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. He or she shall generally perform such duties and exercise such powers usually pertaining to the office of secretary of a corporation. He or she shall perform such further duties and exercise such further powers as may be assigned to him or her by the Board of Directors or the President, under whose supervision he or she shall be.

Section 6.07. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, he or she shall give the Corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

ARTICLE VII

GENERAL PROVISIONS

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 7.02. These By-Laws may be altered, amended or repealed or new by-laws may be adopted by the members or the Board of Directors at any regular meeting of the members or of the Board of Directors or at any special meeting of the members or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such special meeting.

Section 7.03. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.