KTNR, Inc.

Incorporated Under the Laws of the
State of Nevada

AMENDEMENT 1 OF THE BY-LAWS OF KTNR, INC.

ARTICLE ONE

OFFICES AND FISCAL YEAR

Section 1. Registered Office and Agent. The Corporation shall maintain a registered office and Registered Agent in the State of Nevada. The Corporation may also have other offices at such places, either within or without the State of Nevada, as the Board of Directors may from time to time designate or the business of the Corporation may require.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin the first (1st) day of January and end on the thirty-first (31st) day of December in each year.

ARTICLE TWO

NOTICE-WAIVERS-MEETINGS

Section 1. Manner of Giving Notice. Whenever written notice is required to be given to any person under the provisions of the Nevada Business Corporation Law, Chapter 78 of the Nevada Revised Statutes, NRS Section 78.010 et seq. (the "NVBCL") or by the Articles of Incorporation or these Bylaws, it may be delivered to the person either personally or by sending a copy thereof by first class or certified mail, postage prepaid, to the address of the person appearing on the books of the Corporation or, in the case of directors of the Corporation (the Directors"), supplied by the Directors to the Corporation for the purpose of notice. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by any other provision of the NVBCL, the Articles of Incorporation or these Bylaws. Notice of Meetings can also be given by the website of the Corporation.

Section 2. Notice of Meetings of Board of directors. Notice of a regular meeting of the Board of Directors need not be given. Notice of every special meeting of the Board of Directors shall be given to each Director by telephone or in writing at least twenty-four (24) hours (in the case of notice by telephone) or forty-eight (48) hours (in the case of notice by facsimile) or five days (in the case of notice by first class or certified mail) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in a notice of a meeting.

Section 3. Notice of Meetings of Stockholders.

(a) REQUIRED SIGNATURES ON NOTICES. Whenever under the provisions of these Bylaws, Stockholders are required or authorized to take any action at a meeting, the notice of the meeting must be in writing and signed by the President or a Vice President, or the Secretary, or an Assistant Secretary, or by such other natural person or persons as the Directors may designate.

(b) PURPOSE MUST BE STATED. The notice must state the purpose or purposes for which the meeting is called and the time when, and the place, which may be within or without Nevada, where it is to be held.

(c) DELIVERY. A copy of the notice must be delivered personally or mailed postage prepaid to each Stockholder of record entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the meeting. If mailed, it must be directed to the Stockholder at his or her address as it appears upon the records of the Corporation, and upon the mailing of any such notice the service thereof is complete, and the time of the notice begins to run from the date upon which the notice is deposited in the

mail for transmission to the Stockholder. Personal delivery of any such notice to any officer of a corporation or association, or to any member of a partnership, constitutes delivery of the notice to the corporation, association or partnership.

(d) TRANSFEREES DURING NOTICE PERIOD. Notice delivered or mailed to a Stockholder in accordance with the provisions of this Section and the provisions, if any, of the Articles of Incorporation or these Bylaws is sufficient, and in the event of the transfer of stock after such delivery or mailing and before the holding of the meeting it is not necessary to deliver or mail notice of the meeting to the transferee.

(e) WAIVER OF NOTICE. Any Stockholder may waive notice of any meeting by a writing signed by him or her, or his or her duly authorized attorney, either before or after the meeting, in the manner specified in Section 2.04 below.

Section 4. Waiver of Notice of Meetings. Whenever all persons entitled to vote at any meeting, whether of Directors or Stockholders, consent, either by a writing on the records of the meeting or filed with the Secretary; or presence at such meeting and oral consent entered on the minutes; or taking part in the deliberations at such meeting without objection; the doings of such meeting shall be as valid as if had at a meeting regularly called and noticed. At such meeting any business may be transacted which is not excepted from the written consent or to the consideration of which no objection for want of notice is made at the time. If any meeting be irregular for want of notice or of such consent, provided a quorum was present at such meeting, the proceedings of the meeting may be ratified and approved and rendered likewise valid and the irregularity or defect therein waived by a writing signed by all parties having the right to vote at such meeting. Such consent or approval of Stockholders or Directors may be by proxy or attorney, but all such proxies and powers of attorney must be in writing.

Section 5. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the provisions of the NVBCL or the Articles of Incorporation or these Bylaws, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 6. Exception to Requirement of Notice.

(a) GENERAL RULE. Whenever any notice or communication is required to be given to any person under the provisions of the NVBCL or by the Articles of Incorporation or these Bylaws or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action and communication with that person is then unlawful, the giving of the notice or communication to that person shall not be required.

(b) STOCKHOLDERS WITHOUT FORWARDING ADDRESSES. Unless otherwise provided in the Articles of Incorporation, whenever notice is required to be given, under any provision of the NVBCL or the Articles of Incorporation or these Bylaws, to any Stockholder to whom notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to him or her during the period between those two consecutive annual meetings; or all, and at least two, payments sent by first-class mail of dividends or interest on securities during a twelve (12)-month period, have been mailed addressed to him or her at his or her address as shown on the records of the Corporation and have been returned undeliverable, the giving of further notices to him or her is not required. Any action or meeting taken or held without notice to such a Stockholder has the same effect as if the notice had been given. If any such Stockholder delivers to the Corporation a written notice setting forth his or her current address, the requirement that notice be given to him or her is reinstated.

Section 7. Use of Conference Call and Similar Methods. Unless otherwise restricted by the Articles of Incorporation, Stockholders or members of the Board of Directors or of any committee designated by the Board, may participate in a meeting of the Stockholders, Board or committee, as the case may be, by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE THREE

STOCKHOLDERS

Section 1. Annual Meeting. The Annual Meeting of Stockholders shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting, at which meeting the stockholders shall elect a Board of Directors and transact only such other business as is properly brought before the meeting in accordance with these By-Laws. Notice of the Annual Meeting stating the date, time and place of the meeting shall be given as permitted by law to the stockholders entitled to cast a majority vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 2. Place of Meetings. Meetings of the stockholders for the election of directors or for any other purpose shall be held on such date, at such time and at such place, either within or without the State of Nevada, as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. Only if so determined by the Board of Directors, in its sole discretion, (a) stockholders may participate in a meeting of stockholders by means of a telephone conference or similar methods of communication by which all persons participating in the meeting can hear each other and/or (b) a meeting of stockholders may be held not at any place, but may instead be held solely by means of electronic communication, as provided in the Nevada Private Corporations Law (Chapter 78 of the Nevada Revised Statutes) (the "NPCL").

Section 3. Special Meetings.

(a) CALL OF SPECIAL MEETINGS. Special meetings of the Stockholders may be called at any time:

(1) By the Board of Directors; or

(2) Unless otherwise provided in the Articles of Incorporation, by Stockholders entitled to cast at least twenty (20%) percent of the votes that all Stockholders are entitled to cast at the particular meeting.

(b) FIXING OF TIME FOR MEETING. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary neglects or refuses to fix a time of the meeting, the person or persons calling the meeting may do so.

(c) ACTION WITHOUTH MEETING. Unless otherwise provided by the Certificate of Incorporation, any action required to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting, may be taken without a meeting, without prior notice and without a vote if a consent in writing setting forth the action so taken is signed by the stockholders holding at least a majority of the voting power, except that if a different proportion of voting power is required for such action at a meeting, then that proportion of written consents is required. 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.

Section 4. Quorum. A meeting of Stockholders of the Corporation duly called shall not be organized for the transaction of business unless a quorum is present. Unless the NVBCL or the Articles of Incorporation provide for different proportions a majority of the voting power, which includes the voting power that is present in person or by proxy, regardless of whether the proxy has authority to vote on all matters, constitutes a quorum for the transaction of business; and action by the Stockholders on a matter other than the election of Directors is approved if the number of votes cast in favor of the action exceeds the number of votes cast in opposition to the action. Treasury shares of the Corporation shall not be counted in determining the total number of outstanding shares for quorum purposes at any given time.

Section 5. Consent of Stockholders in Lieu of Meeting. Unless otherwise provided in the Articles of Incorporation, any action required or permitted to be taken at a meeting of the Stockholders may be taken without a meeting if a written consent thereto is signed by Stockholders holding at least a majority of the voting power,

except that if a different proportion of voting power is required for such an action at a meeting, then that proportion of written consents is required. In no instance where action is authorized by written consent need a meeting of Stockholders be called or notice given.

Section 6. Organization. At every meeting of the Stockholders, the Chairman of the Board, if there be one, or, in the case of vacancy in office or absence of the Chairman of the Board, one of the following Officers present in the order stated: the Vice Chairman of the Board, if there be one, the President, the Vice Presidents in their order of rank and seniority, or a person chosen by vote of the Stockholders present, shall act as chairman of the meeting. The Secretary or, in the absence of the Secretary, an Assistant Secretary, or in the absence of both the Secretary and Assistant Secretaries, a person appointed by the chairman of the meeting, shall act as secretary of the meeting.

Section 7. Voting rights of Stockholders. Unless otherwise provided in the Articles of Incorporation, or in the resolution providing for the issuance of the stock adopted by the Board of Directors pursuant to authority expressly vested in it by the provisions of the Articles of Incorporation, every Stockholder of record of this Corporation is entitled at each meeting of Stockholders to one vote for each share of stock standing in his or her name on the records of the Corporation. If the Articles of Incorporation, or the resolution providing for the issuance of the stock adopted by the Board of Directors pursuant to authority expressly vested in it by the Articles of Incorporation, provides for more or less than one vote per share for any class or series of shares on any matter, every reference in these Bylaws to a majority or other proportion of stock shall be deemed to refer to a majority or other proportion of the voting power of all of the shares or those classes or series of shares, as may be required by the Articles of Incorporation, or in the resolution providing for the issuance of the stock adopted by the Board of Directors pursuant to authority expressly vested in it by the provisions of the Articles of Incorporation, or the provisions of these Bylaws. Shares of its own stock belonging to the Corporation must not be voted upon, directly or indirectly, nor counted as outstanding for the purpose of any Stockholders' quorum or vote.

Section 8. Voting and Other Action by Proxy.

(a) GENERAL RULE. At any meeting of the Stockholders of the Corporation, any Stockholder may designate another person or persons to act as a proxy or proxies. If any Stockholder designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if only one is present, then that one has and may exercise all of the powers conferred by the Stockholder upon all of the persons so designated unless the Stockholder provides otherwise.

(b) FORM OF PROXIES. Without limiting the manner in which a Stockholder may authorize another person or persons to act for him or her as proxy pursuant to Paragraph (a) above, the following constitute valid means by which a Stockholder may grant such authority.

(1) A Stockholder may execute a writing authorizing another person or persons to act for him or her as proxy. The proxy may be limited to action on designated matters. Execution may be accomplished by the signing of the writing by the Stockholder or his or its authorized officer, director, employee or agent or by causing the signature of the Stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature.

(2) A Stockholder may authorize another person or persons to act for him or her as proxy by transmitting or authorizing the transmission of a telegram, cablegram or other means of electronic transmission to the person who will be the holder of the proxy or to a firm which solicits proxies or like agent who is authorized by the person who will be the holder of the proxy to receive the transmission. Any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the certified mail or other electronic transmission was authorized by the Stockholder. If it is determined that the certified mail, or other electronic transmission is valid, the persons appointed by the Corporation to count the votes of Stockholders and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied.

(c) SUBSTITUTION OF COPIES. Any copy, communication by email, or other reliable reproduction of the writing or transmission created pursuant to Paragraph (b) above, may be substituted for the original writing or transmission for any purpose for which the original writing or transmission could be used, if the copy, communication by email, or other reproduction is a complete reproduction of the entire original writing or transmission.

(d) EXPIRATION OF PROXIES. No such proxy is valid after the expiration of six (6) months from the date of its creation, unless it is coupled with an interest, or unless the Stockholder specifies in it the length of time for which it is to continue in force, which may not exceed seven (7) years from the date of its creation. Subject to these restrictions, any proxy properly created is not revoked and continues in full force and effect until another instrument or transmission revoking it or a properly created proxy bearing a later date is filed with or transmitted to the Secretary of the Corporation or another person or persons appointed by the Corporation to count the votes of Stockholders and determine the validity of proxies and ballots.

Section 9. Voting by Fiduciaries and Pledgees. Shares of the Corporation standing in the name of a trustee or other fiduciary and shares held by an assignee for the benefit of creditors or by a receiver may be voted by the trustee, fiduciary, assignee or receiver. A Stockholder whose shares are pledged shall be entitled to vote the shares until the shares have been transferred into the name of the pledgee, or a nominee of the pledgee, but nothing in this Section shall affect the validity of a proxy given to a pledgee or nominee.

Section 10. Voting by Joint Holders of Shares.

(a) GENERAL RULE. Where shares of the Corporation are held jointly or as tenants in common by two or more persons, as fiduciaries or otherwise:

(1) If only one or more of such persons is present in person or by proxy, all of the shares standing in the names of such persons shall be deemed to be represented for the purpose of determining a quorum and the Corporation shall accept as the vote of all the shares the vote cast by a joint owner or a majority of them; and

(2) If the persons are equally divided upon whether the shares held by them shall be voted or upon the manner of voting the shares, the voting of the shares shall be divided equally among the persons without prejudice to the rights of the joint owners or the beneficial owners thereof among themselves.

(b) EXCEPTION. If there has been filed with the Secretary of the Corporation a copy, certified by an attorney at law to be correct, of the relevant portions of the agreement under which the shares are held or the instrument by which the trust or estate was created or the order of court appointing them or of an order of court directing the voting of the shares, the
(c) persons specified as having such voting power in the document latest in date of operative effect so filed, and only those persons, shall be entitled to vote the shares but only in accordance therewith.

Section 11. Voting by Corporations.

(a) VOTING BY CORPORATE STOCKHOLDERS. Any corporation that is a Stockholder of this Corporation may vote by any of its officers or agents, or by proxy appointed by any officer or agent, unless some other person, by resolution of the board of directors of the other corporation or provision of its articles or bylaws, a copy of which resolution or provision certified to be correct by one of its officers has been filed with the Secretary of this Corporation, is appointed its general or special proxy in which case that person shall be entitled to vote the shares.

(b) TREASURY SHARES. Treasury shares of this Corporation shall not be voted at any meeting and shall not be counted in determining the total number of outstanding shares for voting purposes at any given time. This Paragraph (b) does not limit the power of the Corporation to vote any shares, including its own shares, held by it in a fiduciary capacity.

Section 12. Determination of Stockholders of Record.

(a) FIXING RECORD DATE. Unless contrary provisions are contained in the Articles of Incorporation, the Directors may prescribe a period not exceeding sixty (60) days before any meeting of the Stockholders during which no transfer of stock on the books of the Corporation may be made, or may fix a day not more than sixty (60) days before the holding of any such meeting as the day as of which Stockholders entitled to notice of and to vote at such meetings must be determined. Only Stockholders of record on that day are entitled to notice or to vote at such meeting.

(b) DETERMINATION WHEN A RECORD DATE IS NOT FIXED. If a record date is not fixed:

(1) 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 date next preceding the day on which notice is given or, if notice is waived, at the close of business on the day immediately preceding the day on which the meeting is held.

(2) The record date for determining Stockholders entitled to express consent or dissent to corporate action in writing without a meeting, when prior action by the Board of Directors is not necessary, shall be the close of business on the day on which the first written consent or dissent is filed with the Secretary of the Corporation.

(c) The record date for determining Stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 13. Judges of Election.

(a) APPOINTMENT. In advance of any meeting of Stockholders of the Corporation, the Board of Directors may appoint judges of election, who need not be Stockholders, to act at the meeting or any adjournment thereof. If judges of election are not so appointed, the presiding Officer of the meeting may, and on the request of any Stockholder shall, appoint judges of election at the meeting. The number of judges shall be one or three. A person who is a candidate for office to be filled at the meeting shall not act as a judge.

(b) VACANCIES. In case any person appointed as a judge fails to appear or fails or refuses to act, the vacancy may be filled by appointment made by the Board of Directors in advance of the convening of the meeting or at the meeting by the presiding Officer thereof.

(c) DUTIES. The judges of election 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 or ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all Stockholders. The judges of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three judges 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. On request of the presiding Officer of the meeting, or of any Stockholder, the judge shall make a report in writing of any challenge or question or matter determined by them, and 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.

Section 14. Minors as Security Holders. The Corporation may treat a minor who holds shares or obligations of the Corporation as having capacity to receive and to empower others to receive dividends, interest, principal and other payments or distributions, to vote or express consent or dissent and to make elections and exercise rights relating to such shares or obligations unless, in the case of payments or distributions on shares, the corporate Officer responsible for maintaining the list of Stockholders or the transfer agent of the Corporation or, in the case of payments or distributions on obligations, the Treasurer or paying Officer or agent has received written notice that the holder is a minor.

Section 15. Voting Trusts.

VOTING TRUSTS AUTHORIZED. A Stockholder, by agreement in writing, may transfer his or her stock to a voting trustee or trustees for the purpose of conferring the right to vote the stock for a period not exceeding five (5) years upon the terms and conditions therein stated. Any certificates of stock so transferred must be surrendered and canceled and new certificates for the stock issued to the trustee or trustees in which it must appear that they are issued pursuant to the agreement, and in the entry of ownership in the proper books of the Corporation that fact must also be noted, and thereupon the trustee or trustees may vote the stock so transferred during the terms of the agreement. A duplicate of every such agreement must be filed in the registered office of the Corporation and at all times during its terms be open to inspection by any Stockholder or his or her attorney.

EXTENSIONS OF DURATION. At any time within the two (2) years next preceding the expiration of an agreement entered into pursuant to the provisions of Paragraph (a) above, or the expiration of an extension of that agreement, any beneficiary of the trust may, by written agreement with the trustee or trustees, extend the duration of the trust for a time not to exceed fifteen (15) years after the scheduled expiration date of the original agreement or the latest extension. An extension is not effective unless the trustee, before the expiration date of the original agreement or the latest extension, files a duplicate of the agreement providing for the extension in the registered office of the Corporation. An agreement providing for an extension does not affect the rights or obligations of any person not a party to that agreement.

TERMS OF VOTING TRUSTS. An agreement between two or more Stockholders, if in writing and signed by them, may provide that in exercising any voting rights the stock held by them must be voted pursuant to the provisions of the
agreement; as they may subsequently agree; or in accordance with a procedure agreed upon.

DURATION OF AGREEMENTS. An agreement entered into pursuant to the provisions of Paragraph (c) above is not effective for a term of more than five (5) years, but at any time within the one (1) year next preceding the expiration of the agreement the parties thereto may extend its duration for as many additional periods, each not to exceed five (5) years, as they wish.

DEEMED DURATION. An agreement entered into pursuant to the provisions of Paragraphs (a) or (c) above is not invalidated by the fact that by its terms, and its duration is more than five (5) years, but its duration shall be deemed by the Corporation to be amended to conform with the provisions of this Section.

ARTICLE FOUR

DIRECTORS

Section 1. Number; Resignation; Removal. Except as otherwise required by the Articles of Incorporation, the number of directors which shall constitute the whole Board of Directors shall be fixed from time to time by resolution of the Board of Directors, but shall not more than SEVEN (7) nor less than one (1). Except as provided in Section 2 of this Article four and in the Articles of Incorporation, a nominee for director shall be elected to the Board of Directors by a plurality of the votes cast at the Annual Meeting of Stockholders. A director may resign at any time upon notice to the Corporation pursuant to Section 9 of this Article four. Any officer elected by the Board of Directors may be removed at any time either with or without cause by the company founder, Mr. James Ketner, while Mr. Ketner holds the position either as an Officer or Director of the company, or the affirmative vote of a majority of the Board of Directors.
Section 2. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the remaining directors then in office, though less than a quorum, or by a sole remaining director, and the directors so elected shall hold office until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified, or until their earlier resignation or removal. If there are no directors in office, then an election of directors may be held in the manner provided by the NPCL. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

Section 3. Duties and Powers. The business of the Corporation shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done solely by the stockholders.

Section 4. Meetings. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Nevada. Regular meetings of the Board of Directors may be held without notice at such time and at such place as may from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, the Chief Executive Officer, if any, the President or any director. Notice thereof stating the date, time and place of the meeting shall be given to each director either (i) by mail or courier not less than forty-eight (48) hours before the date of the meeting or (ii) by telephone, telegram or facsimile or electronic transmission, not less than twenty-four (24) hours before the time of the meeting or on such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances (provided that notice of any meeting need not be given to any director who shall either submit, before or after such meeting, a waiver of notice or attend the meeting without protesting, at the beginning thereof, the lack of notice).

Section 5. Quorum. Except as may be otherwise provided by law, the Articles of Incorporation or these By-Laws, a majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of business, and the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Whether or not a quorum is present at a meeting of the Board of Directors, a majority of the directors present may adjourn the meeting to such time and place as they may determine without notice other than an announcement at the meeting.

Section 6. Action without a Meeting. Unless otherwise provided by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolution and the consents thereto in writing or by electronic transmission by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 7. Participation by Telephone or Digital Technology. Unless otherwise provided by the Articles of Incorporation or these By-Laws, any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone call, other electronic or digital technology, or other communications equipment allowing all persons participating in the meeting to hear each other. Participation by such means shall constitute presence in person at the meeting.

Section 8. Compensation. The directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors or any committee thereof and may be paid compensation as a director, committee member or chairman of any committee and for attendance at each meeting of the Board of Directors or committee thereof. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore or entering into transactions otherwise permitted by the Articles of Incorporation, these By-Laws or applicable law.

Section 9. Resignation. Any director may resign at any time. Such resignation shall be made in writing or by electronic transmission and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Chairman of the Board, if any, the Chief Executive Officer, if any, the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective unless so specified therein.

ARTICLE FIVE

COMMITTEES

Section 1. Committees. The Board of Directors may 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 any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or member constitute a quorum, may by unanimous vote appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. Any committee, to the extent allowed by law and provided in the resolution establishing such committee or in these By-Laws, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, including the power to adopt any articles of merger, conversion, exchange or domestication, the authority to issue shares and the authority to declare a dividend, except as limited by the NPCL or other applicable law, but no such committee shall have power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the NPCL to be submitted to stockholders for approval. Or (ii) adopting, amending or repealing any By-Law of the Corporation. All acts done by any committee within the scope of its powers and duties pursuant to these By-Laws and the resolutions adopted by the Board of Directors shall be deemed to be, and may be certified as being, done or conferred under authority of the Board of Directors. The Secretary or any Assistant Secretary is empowered to certify that any resolution duly adopted by any such committee is binding upon the Corporation and to execute and deliver such certifications from time to time as may be necessary or proper to the conduct of the business of the Corporation.

Section 2. Resignation. Any member of a committee may resign at any time. Such resignation shall be made in writing or by electronic transmission and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the Chairman of the Board, if any, the Chief Executive Officer, if any, the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective unless so specified therein.

Section 3. Quorum. A majority of the members of a committee shall constitute a quorum. The vote of a majority of the members of a committee present at any meeting at which a quorum is present shall be the act of such committee.

Section 4. Record of Proceedings. Each committee shall keep a record of its acts and proceedings, and shall report the same to the Board of Directors when and as required by the Board of Directors.

Section 5. Organization, Meetings, Notices. A committee may hold its meetings at the principal office of the Corporation, or at any other place upon which a majority of the committee may at any time agree. Each committee may make such rules as it may deem expedient for the regulation and carrying on of its meetings and proceedings.

ARTICLE SIX

OFFICERS

Section 1. General. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President, a Secretary and a Treasurer. The Board of Directors, in its discretion, may also elect and specifically identify as officers of the Corporation a Chairman of the Board, a Chief Executive Officer, a Chief Financial Officer, a Controller, one or more vice presidents, assistant secretaries and assistant treasurers, and such other officers and agents as in its judgment may be necessary or desirable. Any number of offices may be held by the same person, unless otherwise prohibited by law, the Articles of Incorporation or these By-Laws. The officers of the Corporation need not be stockholders or directors of the Corporation. Any office named or provided for in this Article V (including, without limitation, Chairman of the Board, Chief Executive Officer, Chief Financial Officer, President, Secretary, Treasurer and Controller) may, at any time and from time to time, be held by one or more persons. If an office is held by more than one person, each person holding such office shall serve as a co-officer (with the appropriate corresponding title) and shall have general authority, individually and without the need for any action by any other co-officer, to exercise all the powers of the holder of such office of the

Corporation specified in these By-Laws and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors or such other officer specified in this Article V.

Section 2. Election; Removal; Remuneration. The Board of Directors at its first meeting held after each Annual Meeting of Stockholders shall elect the officers of the Corporation 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 and may elect additional officers and may fill vacancies among the officers previously elected at any subsequent meeting of the Board of Directors; and all officers of the Corporation shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal. Any officer elected by the Board of Directors may be removed at any time either with or without cause by the company founder, Mr. James Ketner, while Mr. Ketner holds the position either as an Officer or Director of the company, or the affirmative vote of a majority of the Board of Directors.

Section 3. Voting Securities Owned by the Corporation. Powers of attorney, proxies, waivers of notice of meetings, consents and other instruments relating to securities owned by the Corporation may be executed in the name of and on behalf of the Corporation by the Chairman of the Board, if any, the Chief Executive Officer, if any, the President or the Secretary, and any such officer may, in the name and on behalf of the Corporation, take all such action as any such officer may deem advisable to vote in person or by proxy at any meeting of security holders of any company, partnership or other entity in which the Corporation may own securities, or to execute written consents in lieu thereof, and at any such meeting, or in giving any such consent, shall possess and may exercise any and all rights and powers incident to the ownership of such securities and which, as the owner thereof, the Corporation might have exercised and possessed if present. The Board of Directors may, by resolution, from time to time confer like powers upon any other person or persons.

Section 4. Chairman of the Board. The Chairman of the Board, if any, may be, but need not be, a person other than the Chief Executive Officer or the President of the Corporation. The Chairman of the Board may be, but need not be, an officer or employee of the Corporation. The Chairman of the Board shall preside at meetings of the Board of Directors and shall establish agendas for such meetings. In addition, the Chairman of the Board shall assure that matters of significant interest to stockholders and the investment community are addressed by management.

Section 5. Chief Executive Officer. The Chief Executive Officer, if any, shall, subject to the direction of the Board of Directors, have general and active control of the affairs and business of the Corporation and general supervision of its officers, officials, employees and agents. The Chief Executive Officer shall preside at all meetings of the stockholders and shall preside at all meetings of the Board of Directors and any committee thereof of which he is a member, unless the Board of Directors or such committee shall have chosen another chairman. The Chief Executive Officer shall see that all orders and resolutions of the Board are carried into effect, and in addition, the Chief Executive Officer shall have all the powers and perform all the duties generally appertaining to the office of the chief executive officer of a corporation. The Chief Executive Officer shall designate the person or persons who shall exercise his powers and perform his duties in his absence or disability and the absence or disability of the President.

Section 6. President. The President shall have such powers and perform such duties as are prescribed by the Chief Executive Officer or the Board of Directors, and in the absence or disability of the Chief Executive Officer, the President shall have the powers and perform the duties of the Chief Executive Officer, except to the extent the Board of Directors shall have otherwise provided. In addition, the President shall have such powers and perform such duties generally appertaining to the office of the president of a corporation, except to the extent the Chief Executive Officer, if any, or the Board of Directors shall have otherwise provided.

Section 7. Vice President. The Vice Presidents of the Corporation shall perform such duties and have such powers as may, from time to time, be assigned to them by the Board of Directors, the Chief Executive Officer, if any, the President or these By-Laws.

Section 8. Secretary. The Secretary shall attend all meetings of the Board of Directors and of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee appointed by the Board of Directors. The Secretary shall keep in safe custody the

seal of the Corporation and affix it to any instrument when so authorized by the Board of Directors. The Secretary shall give or cause to be given, notice of all meetings of stockholders and special meetings of the Board of Directors and shall perform generally all the duties usually appertaining to the office of secretary of a corporation and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors or these By-Laws. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

Section 9. Assistant Secretary. The Assistant Secretary shall be empowered and authorized to perform all of the duties of the Secretary in the absence or disability of the Secretary and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors, the Secretary or these By-Laws.

Section 10. Chief Financial Officer. The Chief Financial Officer, if any, shall have responsibility for the administration of the financial affairs of the Corporation and shall exercise supervisory responsibility for the performance of the duties of the Treasurer and the Controller, if any. The Chief Financial Officer shall render to the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all of the transactions effected by the Treasurer and the Controller and of the financial condition of the Corporation. The Chief Financial Officer shall generally perform all the duties usually appertaining to the affairs of a chief financial officer of a corporation and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors or these By-Laws.

Section 11. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by persons authorized by the Board of Directors. The Treasurer 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 Chairman of the Board, if any, the Chief Executive Officer, if any, the President and the Board of Directors whenever they may require it, an account of all of the transactions effected by the Treasurer and of the financial condition of the Corporation. The Treasurer may be required to give a bond for the faithful discharge of his or her duties. The Treasurer shall generally perform all duties appertaining to the office of treasurer of a corporation and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors, the Chief Executive Officer, if any, the President or these By-Laws.

Section 12. Assistant Treasurer. The Assistant Treasurers shall be empowered and authorized to perform all the duties of the Treasurer in the absence or disability of the Treasurer and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors, the Treasurer or these By-Laws.

Section 13. Controller. The Controller, if any, shall prepare and have the care and custody of the books of account of the Corporation. The Controller shall keep a full and accurate account of all monies, received and paid on account of the Corporation, and shall render a statement of the Controller's accounts whenever the Board of Directors shall require. The Controller shall generally perform all the duties usually appertaining to the affairs of the controller of a corporation and shall perform such other duties and have such other powers as may be prescribed by the Board of Directors, the Chief Financial Officer, if any, the President or these By-Laws. The Controller may be required to give a bond for the faithful discharge of his or her duties.

Section 14. Additional Powers and Duties. In addition to the foregoing especially enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such further powers as the Board of Directors may, from time to time, determine or as may be assigned to them by any superior officer.

Section 15. Other Officers. The Board of Directors may designate such other officers having such duties and powers as it may specify from time to time.

ARTICLE SEVEN

CAPITAL STOCK

Section 1. Share Certificates Generally. Certificates for shares of the Corporation shall be in such form as approved by the Board of Directors. Each share certificate shall be signed either manually or in facsimile, by the Officer or Officers designated in these Bylaws. The share register or transfer books and blank share certificates shall be kept by the Secretary or by any transfer agent or registrar designated by the Board of Directors for that purpose. At a minimum, a share certificate shall state on its face all of the following:

(a) The name of the Corporation and that it is organized under the laws of the State of Nevada;

(b) The name of the person to whom issued;

(c) The number of shares; and

(d) If the Corporation is authorized to issue more than one class of stock or more than one series of any class of stock, the information required by Section 3 below.

Section 2. Validation, Signatures, Uncertificated Shares, Information Statements.

(a) ENTITLEMENT TO CERTIFICATE. Except as otherwise provided in Paragraph (d) below, every Stockholder is entitled to have a certificate, signed by Officers or agents designated by the Corporation for the purpose, certifying the number of shares owned by him or her in the Corporation.

(b) FACSIMILE SIGNATURES. Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the Officers or agents, the transfer agent or transfer clerk or the registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If the Corporation uses facsimile signatures of its Officers and agents on its stock certificates, it cannot act as registrar of its own stock, but its transfer agent and registrar may be identical if the institution acting in those dual capacities countersigns or otherwise authenticates any stock certificates in both capacities.

(c) SIGNATURES OF FORMER OFFICERS. If any Officer or Officers who have signed, or whose facsimile signature or signatures have been used on, any certificate or certificates for stock cease to be an Officer or Officers of the Corporation, whether because of death, resignation or other reason, before the certificate or certificates have been delivered by the Corporation, the certificate or certificates may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed the certificate or certificates, or whose facsimile signature or signatures have been used thereon, had not ceased to be an Officer or Officers of the Corporation.

(d) UNCERTIFICATED SHARES. The Corporation may issue uncertificated shares of some or all of the shares of any or all of its classes or series. The issuance of uncertificated shares has no effect on existing certificates for shares until surrendered to the Corporation, or on the respective rights and obligations of the Stockholders. Unless otherwise provided by a specific statute, the rights and obligations of Stockholders are identical whether or not their shares of stock are represented by certificates.

(e) WRITTEN STATEMENTS. Within a reasonable time after the issuance or transfer of shares without certificates, the Corporation shall send the Stockholder a written statement containing the information required on the certificates pursuant to Paragraph (a) above. At least annually thereafter, the Corporation shall provide to its Stockholders of record, a written statement confirming the information contained in the informational statement previously sent pursuant to this Paragraph (e).

Section 3. Certificates of Different Classes of Series. The corporation is authorized to issue 3 series of stock, which are defined by the following:

Common Stock

Common shares are entitled to vote on a one vote for one share basis for all corporate votes and elections, and is subject to all splits, both forward and reverse. Common shares are entitled to dividends approved by the Board of Directors. The Common stock does not have pre-emptive rights.

Preferred A

The Preferred Series A votes 1:1 with the common stock; is not subject to either reverse or forward splits; converts to common on a 2:1 basis; maintains a set percentage to the Common Authorized Shares at the time of purchase.

Preferred B

The issued total of Preferred Series B shares votes more than one-half of all votes entitled to be cast by all holders of voting capital stock of the Company on any matters submitted to a vote by all shareholders so as to ensure the votes entitled to be cast by the holder/holders of the Series B Preferred Stock are equal to a majority of all votes entitled to be cast by the Common and Preferred shareholders.

Section 4. Fraction Shares. The Corporation is not obliged to but may execute and deliver a certificate for or including a fraction of a share. In lieu of executing and delivering a certificate for a fraction of a share, the Corporation may:

(a) Pay to any person otherwise entitled to become a holder of a fraction of a share the appraised value of that share if the appraisal was properly demanded; or if no appraisal was demanded or an appraisal was not properly demanded, an amount in cash specified for that purpose as the value of the fraction in the articles, plan of reorganization, plan of merger or exchange, resolution of the Board of Directors, or other instrument pursuant to which the fractional share would otherwise be issued, or, if not specified, then as may be determined for that purpose by the Board of Directors of the Corporation;

(b) Issue such additional fraction of a share as is necessary to increase the fractional share to a full share; or

(c) Execute and deliver registered or bearer scrip over the manual or facsimile signature of an Officer of the Corporation or of its agent for that purpose, exchangeable as provided on the scrip for full share certificates, but the scrip does not entitle the holder to any rights as a Stockholder except as provided on the scrip. The scrip may provide that it becomes void unless the rights of the holders are exercised within a specified period and may contain any other provisions or conditions that the Corporation deems advisable. Whenever any scrip ceases to be exchangeable for full share certificates, the shares that would otherwise have been issuable as provided on the scrip shall be deemed to be treasury shares unless the scrip contains other provisions for their disposition.

Section 5. Issuance. The share certificates of the Corporation shall be numbered and registered in the share register or transfer books of the Corporation as they are issued. They shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and shall bear the corporate seal, which may be a facsimile, engraved or printed; but where such certificate is signed by a transfer agent or a registrar the signature of any corporate Officer upon such certificate may be a facsimile, engraved or printed. The provisions of this Section shall be subject to any inconsistent or contrary agreement at the time between the Corporation and any transfer agent or registrar.

Section 6. Consideration. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for the shares to be issued is adequate. The Board of Directors' determination is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid and nonassessable. When the Corporation receives the consideration for which the Board of Directors authorized

the issuance of shares, the shares issued for that consideration are fully paid and nonassessable. The Corporation may place in escrow shares issued for a contract for future services or benefits or a promissory note, or make other arrangements to restrict the transfer of the shares, and may credit distributions in respect of the shares against their purchase price, until the services are performed, the benefits are received or the note is paid. If the services are not performed, the benefits are not received or the note is not paid, the Corporation may cancel, in whole or in part, the shares escrowed or restricted and the distributions credited.

Section 7. Transfer. The shares of stock in this Corporation are personal property and shall be transferable on the books of the Corporation, in such manner and under such regulations as provided in this Section and as provided in Chapter 104 of Nevada Revised Statutes. Transfers of shares shall be made on the share register or transfer books of the Corporation upon surrender of the certificate therefor, endorsed by the person named in the certificate or be an attorney lawfully constituted in writing. No transfer shall be made inconsistent with the provisions of the NVBCL.

Section 8. Record Holder of Shares. Except as expressly otherwise provided in these Bylaws, the Corporation shall be entitled to treat the person in whose name any share or shares of the
Corporation stand on the books of the Corporation as the absolute owner thereof, 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.

Section 9. Lost, Destroyed or Mutilated Certificates. The holder of any shares of the Corporation shall immediately notify the Corporation of any loss, destruction or mutilation of the certificate therefor,
and the Board of Directors may, in its discretion, cause a new certificate or certificates to be issued to such holder, in case of mutilation of the certificate, upon the surrender of the mutilated certificate or, in case of loss or destruction of the certificate, upon satisfactory proof of such loss or destruction and, if the Board of Directors shall so determine, the deposit of a bond in such form and in such sum, and with such surety or sureties, as it may direct.

Section 10. Increase or Decrease in Number of Authorized Shares of Class and Series.

(a) GENERAL RULE. Unless otherwise provided in the Articles of Incorporation, if the Corporation desires to change the number of shares of a class and series, if any, of its authorized stock by increasing or decreasing the number of authorized shares of the class and series and correspondingly increasing or decreasing the number of issued and outstanding shares of the same class and series held by each Stockholder of record at the effective date and time of the change, may, except as otherwise provided in Paragraphs (b) and (c) below, do so by a resolution adopted by the Board of Directors, without obtaining the approval of the Stockholders. The resolution may also provide for a change of the par value, if any, of the same class and series of the shares increased or decreased. After the effective date and time of the change, the Corporation may issue its stock in accordance therewith.

(b) SHARES FOR MONEY OR SCRIP. A proposal to increase or decrease the number of authorized shares of any class and series, if any, that includes provisions pursuant to which only money will be paid or scrip will be issued to Stockholders who before the increase or decrease in the number of shares becomes effective, in the aggregate hold ten (10%) percent or more of the outstanding shares of the affected class and series, and would otherwise be entitled to receive fractions of shares in exchange for the cancellation of all of their outstanding shares, must be approved by the vote of Stockholders holding a majority of the voting power of the affected class and series, or such greater proportion as may be provided in the Articles of Incorporation, regardless of limitations or restrictions on the voting power thereof.

(c) CHANGES IN RIGHTS AND PREFERENCES. If a proposed increase or decrease in the number of authorized shares of any class or series would alter or change any preference or any relative or other right given to any other class or series of outstanding shares, then the increase or decrease must be approved by the vote, in addition to any vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series whose preference or rights are affected by the increase or decrease, regardless of limitations or restrictions on the voting power thereof.

(d) FRACTIONAL SHARES IN MERGERS, ACQUISITIONS AND EXCHANGES. Any proposal to increase or decrease the number of authorized shares of any class and series, if any, that includes provisions pursuant to which only money will be paid or scrip will be issued to Stockholders who before the increase or decrease in the number of shares become effective, hold one (1%) percent or more of the outstanding shares of the affected class and series, and would otherwise be entitled to receive a fraction of a share in exchange for the cancellation of all of their outstanding shares, is subject to the provisions of Nevada Revised Statutes Section 92A.300 to 92A.500, inclusive. If the proposal is subject to those provisions, any Stockholder who is obligated to accept money or scrip rather than receive a fraction of a share resulting from the action taken pursuant to this Section may dissent in accordance with those provisions and obtain payment of the fair value of the fraction of a share to which the Stockholder would otherwise be entitled.

Section 11. Treasury Shares.

(a) DEFINITION OF TREASURY SHARES. As used in these Bylaws, "treasury shares" means shares of the Corporation issued and thereafter acquired by the Corporation or another entity, the majority of whose outstanding voting power to elect its general partner, directors, managers or members of the governing body is beneficially held, directly or indirectly, by the Corporation, which have not been retired or restored to the status of unissued shares.

(b) NO VOTING RIGHTS. Treasury shares do not carry voting rights or participate in distributions, may not be counted as outstanding shares for any purpose and may not be counted as assets of the Corporation for the purpose of computing the amount available for distributions. Unless the Articles of Incorporation provide otherwise, treasury shares may be retired and restored to the status of authorized and unissued shares without an amendment to the Articles of Incorporation or may be disposed of for such consideration as the Board of Directors may determine.

(c) SHARES HELD IN A FIDUCIARY CAPACITY EXPECTED. This Section does not limit the right of the Corporation to vote its shares held by it in a fiduciary capacity.

ARTICLE EIGHT

DIVIDENDS

Section 1. General Rule. Except as otherwise provided in Section 8.02 below and the Articles of Incorporation, the Board of Directors may authorize and the Corporation may make distributions to its Stockholders.

Section 2. Exceptions To General Rule.

(a) INSOLVENCY. No distribution may be made if, after giving it effect the Corporation would not be able to pay its debts as they become due in the usual course of business; or except as otherwise specifically allowed by the Articles of Incorporation, the Corporation's total assets would be less than the sum of its total liabilities plus the amount that would be needed, if the Corporation were to be dissolved at the time of distribution, to satisfy the preferential rights upon dissolution of Stockholders whose preferential rights are superior to those receiving the distribution.

(b) BASES OF DETERMINATION. The Board of Directors may base a determination that a distribution is not prohibited under Paragraph (a) above on financial statements prepared on the basis of accounting practices that are reasonable in the circumstances; a fair valuation, including, but not limited to, unrealized appreciation and depreciation; or any other method that is reasonable in the circumstances.

(c) TIMING OF DETERMINATION. The effect of a distribution under Paragraph (a) above must be measured:

(1) In the case of a distribution by purchase, redemption or other acquisition of the Corporation's shares, as of the earlier of the date money or other property is transferred or debt incurred by the Corporation; or the date upon which the Stockholder ceases to be a Stockholder with respect to the acquired shares.

(2) In the case of any other distribution of indebtedness, as of the date the indebtedness is distributed.

(3) In all other cases, as of the date the distribution is authorized if the payment occurs within one hundred and twenty (120) days after the date of authorization; or the date the payment is made if it occurs more than one hundred and twenty (120) days after the date of authorization.

(d) PARITY OF INDEBTEDNESS. The Corporation's indebtedness to a Stockholder incurred by reason of a distribution made in accordance with this Section shall be at parity with the Corporation's indebtedness to its general unsecured creditors except to the extent subordinated by agreement.

(e) CERTAIN INDEBTEDNESS EXCLUDED. Indebtedness of the Corporation, including indebtedness issued as a distribution, is not considered a liability for purposes of determinations under Paragraph (a) above if its terms provide that payment of principal and interest are made only if and to the extent that payment of a distribution to Stockholders could then be made pursuant to this Section. If the indebtedness is issued as a distribution, each payment of principal or interest must be treated as a distribution, the effect of which must be measured on the date the payment is actually made.

ARTICLE NINE

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPOYEES AND AGENTS

Section 1. Indemnification Respecting Third Party Claims. The Corporation, to the full extent and in a manner permitted by Nevada law as in effect from time to time, shall indemnify, in accordance with the provisions of this Article, any person (including the heirs, executors, administrators or estate of any such person) who was or is made a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including any appeal thereof), whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation or by any corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise of which the Corporation owns, directly or indirectly through one or more other entities, a majority of the voting power or otherwise possesses a similar degree of control), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, manager, partner, trustee, fiduciary, employee or agent (a “Subsidiary Officer”) of another corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise (any such entity for which a Subsidiary Officer so serves, an “Associated Entity”), against expenses, including attorneys’ fees and disbursements, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person is not liable pursuant to NPCL 78.138, or acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; *provided, however*, that (i) the Corporation shall not be obligated to indemnify a person who is or was a director, officer employee or agent of the Corporation or a Subsidiary Officer of an Associated Entity against expenses incurred in connection with an action, suit, proceeding or investigation to which such person is threatened to be made a party but does not become a party unless the incurring of such expenses was authorized by or under the authority of the Board of Directors and (ii) the Corporation shall not be obligated to indemnify against any amount paid in settlement unless the Board of Directors has consented to such settlement. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person (i) is liable pursuant to NPCL 78.138 or (ii) did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, or with respect to any criminal action or proceeding, that such

person had reasonable cause to believe that his conduct was unlawful. Notwithstanding anything to the contrary in the foregoing provisions of this Section 1, a person shall not be entitled, as a matter of right, to indemnification pursuant to this Section 1 against costs or expenses incurred in connection with any action, suit or proceeding commenced by such person against the Corporation or any Associated Entity or any person who is or was a director, officer, fiduciary, employee or agent of the Corporation or a Subsidiary Officer of any Associated Entity (including, without limitation, any action, suit or proceeding commenced by such person to enforce such person's rights under this Article, unless and only to the extent that such person is successful on the merits of such claim), but such indemnification may be provided by the Corporation in a specific case as permitted by Section 7 below in this Article.

Section 2. Indemnification Respecting Derivative Claims. The Corporation, to the full extent and in a manner permitted by Nevada law as in effect from time to time, shall indemnify, in accordance with the provisions of this Article, any person (including the heirs, executors, administrators or estate of any such person) who was or is made a party to or is threatened to be made a party to any threatened, pending or completed action or suit (including any appeal thereof) brought in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Subsidiary Officer of an Associated Entity, against expenses (including attorneys' fees and disbursements) and costs actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person is not liable pursuant to NPCL 78.138, or acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom to be liable to the Corporation unless, and only to the extent that the court in which such action or suit was brought or other court of competent jurisdiction determines that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and costs as a court of competent jurisdiction or such other court shall deem proper; *provided, however*, that the Corporation shall not be obligated to indemnify a director, officer, employee or agent of the Corporation or a Subsidiary Officer of an Associated Entity against expenses incurred in connection with an action or suit to which such person is threatened to be made a party but does not become a party unless the incurrence of such expenses was authorized by or under the authority of the Board of Directors. Notwithstanding anything to the contrary in the foregoing provisions of this Section 2, a person shall not be entitled, as a matter of right, to indemnification pursuant to this Section 2 against costs and expenses incurred in connection with any action or suit in the right of the Corporation commenced by such person, but such indemnification may be provided by the Corporation in any specific case as permitted by Section 7 below in this Article.

Section 3. Determination of Entitlement to Indemnification. Any indemnification to be provided under either of Section 1 or 2 above in this Article (unless ordered by a court of competent jurisdiction or advanced as provided in Section 5 of this Article) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances. Such determination must be made (a) by the stockholders, (b) by the board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, (c) if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion, or (d) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion. In the event a request for indemnification is made by any person referred to in Section 1 or 2 above in this Article, the Corporation shall use its reasonable best efforts to cause such determination to be made not later than sixty (60) days after such request is made after the final disposition of such action, suit or proceeding.

Section 4. Right to Indemnification upon Successful Defense and for Service as a Witness. (a) Notwithstanding the other provisions of this Article, to the extent that a present or former director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either of Section 1 or 2 above in this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and disbursements) and costs actually and reasonably incurred by such person in connection therewith.

(b) To the extent any person who is or was a director, officer, employee or agent of the Corporation or a Subsidiary Officer of an Associated Entity has served or prepared to serve as a witness in, but is not a party to, any action, suit or proceeding (whether civil, criminal, administrative, regulatory or investigative in nature), including any investigation by any legislative or regulatory body or by any securities or commodities exchange of which the Corporation or an Associated Entity is a member or to the jurisdiction of which it is subject, by reason of his or her services as a director, officer, employee or agent of the Corporation, or his or her service as a Subsidiary Officer of an Associated Entity (assuming such person is or was serving at the request of the Corporation as a Subsidiary Officer of such Associated Entity), the Corporation may indemnify such person against expenses (including attorneys' fees and disbursements) and out-of-pocket costs actually and reasonably incurred by such person in connection therewith and, if the Corporation has determined to so indemnify such person, shall use its reasonable best efforts to provide such indemnity within sixty (60) days after receipt by the Corporation from such person of a statement requesting such indemnification, averring such service and reasonably evidencing such expenses and costs; it being understood, however, that the Corporation shall have no obligation under this Article to compensate such person for such person's time or efforts so expended.

Section 5. Advance of Expenses. Expenses incurred by any present or former director or officer of the Corporation in defending a civil or criminal action, suit or proceeding shall, to the extent permitted by law, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking in writing by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Corporation as authorized by this Article.

(b) Expenses and costs incurred by any other person referred to in Section 1 or 2 above in this Article in defending a civil, criminal, administrative, regulatory or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by or under the authority of the Board of Directors upon receipt of an undertaking in writing by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation in respect of such costs and expenses as authorized by this Article and subject to any limitations or qualifications provided by or under the authority of the Board of Directors.

Section 6. Notice of Action; Assumption of the Defense. Promptly after receipt by any person referred to in Section 1, 2 or 5 above in this Article of notice of the commencement of any action, suit or proceeding in respect of which indemnification or advancement of expenses may be sought under any such Section, such person (the "Indemnitee") shall notify the Corporation thereof. The Corporation shall be entitled to participate in the defense of any such action, suit or proceeding and, to the extent that it may wish, except in the case of a criminal action or proceeding, to assume the defense thereof with counsel chosen by it. If the Corporation shall have notified the Indemnitee of its election so to assume the defense, it shall be a condition of any further obligation of the Corporation under such Sections to indemnify the Indemnitee with respect to such action, suit or proceeding that the Indemnitee shall have provided an undertaking in writing to repay all legal or other costs and expenses subsequently incurred by the Corporation in conducting such defense if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified in respect of the costs and expenses of such action, suit or proceeding by the Corporation as authorized by this Article. Notwithstanding anything in this Article to the contrary, after the Corporation shall have notified the Indemnitee of its election so to assume the defense, the Corporation shall not be liable under such Sections for any legal or other costs or expenses subsequently incurred by the Indemnitee in connection with the defense of such action, suit or proceeding, unless (a) the parties thereto include both (i) the Corporation and the Indemnitee, or (ii) the Indemnitee and other persons who may be entitled to seek indemnification or advancement of expenses under any such Section and with respect to whom the Corporation shall have elected to assume the defense, and (b) the counsel chosen by the Corporation to conduct the defense shall have determined, in their sole discretion, that, under applicable standards of professional conduct, a conflict of interest exists that would prevent them from representing both (i) the Corporation and the Indemnitee, or (ii) the Indemnitee and such other persons, as the case may be, in which case the Indemnitee may retain separate counsel at the expense of the Corporation to the extent provided in such Sections and Section 3 above in this Article.

Section 7. Indemnification Not Exclusive. The provision of indemnification to or the advancement of expenses and costs to any person under this Article, or the entitlement of any person to indemnification or advancement

of expenses and costs under this Article does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to NPCL 78.7502 or for the advancement of expenses made pursuant to Section 5 of this Article may not be made to or on behalf of any director or officer if a final adjudication establishes that his acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action.

Section 8. Corporate Obligations; Reliance. The provisions of Sections 1, 2, 4(a) and 5(a) above of this Article shall be deemed to create a binding obligation on the part of the Corporation to the directors, officers, employees and agents of the Corporation, and the persons who are serving at the request of the Corporation as Subsidiary Officers of Associated Entities, on the effective date of this Article and persons thereafter elected as directors and officers or retained as employees or agents, or serving at the request of the Corporation as Subsidiary Officers of Associated Entities (including persons who served as directors, officers, employees and agents, or served at the request of the Corporation as Subsidiary Officers of Associated Entities, on or after such date but who are no longer so serving at the time they present claims for advancement of expenses or indemnity), and such persons in acting in their capacities as directors, officers, employees or agents of the Corporation, or serving at the request of the Corporation as Subsidiary Officers of any Associated Entity, shall be entitled to rely on such provisions of this Article.

Section 9. Further Changes. Neither the amendment nor repeal of this Article, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of such provisions in respect of any act or omission or any matter occurring prior to such amendment, repeal or adoption of an inconsistent provision regardless of when any cause of action, suit or claim relating to any such matter accrued or matured or was commenced, and such provision shall continue to have effect in respect of such act, omission or matter as if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

Section 10. Successors. The right, if any, of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Subsidiary Officer of an Associated Entity, to indemnification or advancement of expenses under Sections 1 through 9 above in this Article shall continue after he shall have ceased to be a director, officer, employee or agent or a Subsidiary Officer of an Associated Entity and shall inure to the benefit of the heirs, distributees, executors, administrators and other legal representatives of such person.

Section 11. Insurance.

(a) The Corporation may purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Subsidiary Officer of any Associated Entity, against any liability asserted against such person and liability and expenses incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability and expenses.

(b) The other financial arrangements made by the Corporation pursuant to subsection (a) may include the following: (i) the creation of a trust fund; (ii) the establishment of a program of self-insurance; (iii) the securing of its obligation of indemnification by granting a security interest or other lien on any assets of the Corporation; and (iv) the establishment of a letter of credit, guaranty or surety. No financial arrangement made pursuant to this subsection may provide protection for a person adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable for intentional misconduct, fraud or a knowing violation of law, except with respect to the advancement of expenses or indemnification ordered by a court.

(c) Any insurance or other financial arrangement made on behalf of a person pursuant to this section may be provided by the Corporation or any other person approved by the board of directors, even if all or part of the other person's stock or other securities is owned by the Corporation.

(d) In the absence of fraud: (i) the decision of the Board of Directors as to the propriety of the terms and conditions of any insurance or other financial arrangement made pursuant to this Section and the choice of the person to provide the insurance or other financial arrangement is conclusive; and (ii) the insurance or other financial arrangement (A) is not void or voidable, and (B) does not subject any director approving it to personal liability for his action, even if, in either case, a director approving the insurance or other financial arrangement is a beneficiary of the insurance or other financial arrangement.

Section 12. Definitions of Certain Terms. For purposes of this Article, references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; references to "serving at the request of the Corporation" shall include any service as a director, officer employee or agent of the Corporation or as a Subsidiary Officer of any Associated Entity which service imposes duties on, or involves services by, such person with respect to any employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

ARTICLE TEN

GENERAL

Section 1. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "KTNR, Inc. Corporate Seal, 2015 Nevada". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise upon any paper, certificate or document.

Section 2. Disbursements. All checks, drafts or demands for money out of the funds of the Corporation and all notes and other evidences of indebtedness 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.

Section 3. Amendments. These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted at any time either by the affirmative vote of holders of shares of capital stock issued and outstanding entitled to vote thereon representing at least a majority of the votes entitled to be cast thereon or by majority vote of the directors present at any board meeting at which a quorum is present.

Section 3. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or Persons as the Board of Directors or any person authorized by resolution of the Board of Directors may from time to time designate.

Section 4. Contracts. Except as otherwise provided in the NVBCL in the case of transactions that Require action by the Stockholders, the Board of Directors may authorize any Officer or agent to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances

Section 5. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more Officers or employees as the Board of Directors shall from time to time determine.

Section 6. Conflict With Articles and Laws. The provisions of these Bylaws are intended to be consistent with the Articles of Incorporation, the Nevada Business Corporation Law (NVBCL), and any other applicable state or federal laws. To the extent that any provision of these Bylaws is in conflict with the provisions contained in the Articles of Incorporation, the NVBCL, and any other applicable Nevada state statutes or federal statutes, rules or regulations, said provision shall be deemed to have been amended in order to bring it into conformity with the provisions contained in the Articles of Incorporation or such federal or state statutes, rules or regulations. Any

provision hereof which cannot be interpreted or reformed in a manner which is consistent with the intent of this Section, and which is inconsistent with the intent manifested hereby, shall be void.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the majority controlling shareholder of KTNR, Inc. and am presently elected and acting Secretary of KTNR, Inc., a Nevada corporation, and the above Bylaws are the Bylaws of this Corporation as duly Amended and adopted by the Board.

Executed on this day, May 20th, 2023.

/s/ James Ketner
James Ketner
President/Secretary/Chairman
KTNR, Inc.
www.ktnrinc.com
817-900-2035