

AMENDED AND RESTATED
DIAMOND STATE PORT CORPORATION
BY-LAWS

ARTICLE I - BOARD OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the board of directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the board of directors and publicized among all directors.

Section 2. Special Meetings.

Special meetings of the board of directors may be called by the Chair or by one-third (1/3) of the directors then in office (rounded up to the nearest whole number) and shall be held at such place, on such date, and at such time as they shall fix. Notice of the place, date, and time of each such special meeting shall be given each director by whom it is not waived by mailing written notice not less than five (5) days before the meeting or by telegraphing or telexing or by facsimile transmission of the same not less than twenty-four (24) hours before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 3. Quorum.

At any meeting of the board of directors, six directors shall constitute a quorum for all purposes. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

Section 4. Participation in Meetings By
Conference Telephone.

Members of the board of directors may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 5. Conduct of Business.

At any meeting of the board of directors, business shall be transacted in such order and manner as the board may from time to time determine, and all matters shall be determined by the affirmative vote of six directors present. Action may be taken by the board of directors without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board of directors.

Section 6. Powers.

The Board of Directors may, except as otherwise required by law, the Certificate of Incorporation, or these By-laws, exercise all such powers and do all such acts and things as may be exercised or done by the corporation, including, without limiting the generality of the foregoing, the unqualified power:

(a) to remove officers of the corporation, except the Chair and the Executive Director as otherwise provided in the Certificate of Incorporation, and from time to time to devolve the powers and duties of such officers (except the Chair and the Executive Director) upon any other person for the time being;

(b) to confer upon any officer of the corporation the power to appoint, remove and suspend subordinate officers, employees and agents; and

(c) to adopt from time to time regulations, not inconsistent with these By-laws, for the management of the corporation's business and affairs.

Section 7. Compensation of Directors.

Directors shall be entitled to reimbursement for necessary expenses to be paid only from funds of the corporation, and may not receive any other compensation for services to the corporation as directors.

ARTICLE II - COMMITTEES

Section 1. Committees of the Board of Directors.

The board of directors may from time to time designate committees of the board and the members of the board to serve thereon (including, if the board desires, directors to serve as alternate members of any such committee who may replace any absent or disqualified member at any meeting of the committee). Such committees shall have such powers as are conferred by the board of directors, provided that such powers are limited to making recommendations to the board and not acting in lieu of the board.

Such committees and the members thereof shall serve at the pleasure of the board.

Section 2. Conduct of Business.

Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law.

Adequate provision shall be made for notice to members of all meetings; a majority of the members shall constitute a quorum, and all matters shall be determined by a majority vote of the members of the committee. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

ARTICLE III - OFFICERS

Section 1. Generally.

The officers of the corporation shall consist of the Chair and the Executive Director, who shall be appointed and shall serve in accordance with the Certificate of Incorporation, and such other officers as are designated in these By-laws and such other officers as may from time to time be appointed by the board of directors.

Section 2. Vice-Chair.

The Vice-Chair shall perform the duties of the Chair, in the event that the Chair is unable to perform such duties, and shall also perform such other duties as the board of directors may from time to time prescribe.

Section 3. Treasurer.

The Treasurer shall have the responsibility for maintaining the financial records of the corporation. He or she shall make such disbursements of the funds of the corporation as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the corporation. The Treasurer shall also perform such other duties as the board of directors may from time to time prescribe.

Section 4. Secretary.

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the board of directors.

He or she shall have charge of the corporate books and shall perform such other duties as the board of directors may from time to time prescribe.

Section 5. Delegation of Authority.

The board of directors may from time to time delegate the powers or duties of any officer other than the Chair to any other officers or agents, notwithstanding any provision hereof.

Section 6. Removal.

Any officer of the corporation other than the Chair and the Executive Director may be removed at any time, with or without cause, by the board of directors.

ARTICLE IV - NOTICES

Section 1. Notices.

Except as otherwise specifically provided herein or required by law, all notices required to be given to any director, officer, employee or agent shall be in writing and may in every instance be effectively given by hand delivery to the recipient thereof, by depositing such notice in the mails, postage paid, or by sending such notice by prepaid telegram or mailgram. Any such notice shall be addressed to such director, officer, employee or agent at his or her last known address as the same appears on the books of the corporation. The time when such notice is received, if hand delivered, or dispatched, if delivered through the mails or by telegram or mailgram, shall be the time of the giving of the notice.

Section 2. Waivers.

A written waiver of any notice, signed by a director, officer, employee or agent, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such director, officer, employee or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver.

ARTICLE V - MISCELLANEOUS

Section 1. Facsimile Signatures.

Facsimile signatures of any officer or officers of the corporation may be used whenever and as authorized by the board of directors or a committee thereof.

Section 2. Corporate Seal.

The board of directors may provide a suitable seal, containing the name of the corporation, which seal shall be in the charge of the Secretary. If and when so directed by the board of directors or a committee thereof, duplicates of the seal may be kept and used by the Treasurer or any other officer designated by the board.

Section 3. Reliance upon Books, Reports and Records.

Each director, each member of any committee designated by the board of directors, and each officer of the corporation shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the corporation and upon such information, opinions, reports or statements presented to the corporation by any of its officers or employees, or committees of the board of directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the corporation.

Section 4. Fiscal Year.

The fiscal year of the corporation shall be as fixed by the board of directors.

Section 5. Time Periods.

In applying any provision of these By-laws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

ARTICLE VI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right to Indemnification.

Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or an officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Delaware

General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than such law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, that the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the board of directors of the corporation.

Section 2. Right to Advancement of Expenses.

The right to indemnification conferred in Section 1 of this ARTICLE VI shall include the right to be paid by the corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section 2 or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections 1 and 2 of this ARTICLE VI shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

Section 3. Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this ARTICLE VI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the corporation's Certificate of Incorporation, By-laws, agreement, vote of disinterested directors or otherwise.

Section 4. Insurance.

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

ARTICLE VII - AMENDMENTS

These By-laws may be amended or repealed by the board of directors or by the member of the corporation.