

BYLAWS
OF
MIFIT INVESTMENTS, INC.

ARTICLE I

GENERAL

1.1 Name. The name of the corporation is MIFIT Investments, Inc. (the "Corporation").

1.2 Office. The principal office of the Corporation shall be at 7025 East Greenway Parkway, Suite 800, Scottsdale, Arizona 85254. The Corporation may also have offices at such other places within and without the State of Arizona as the directors may from time to time determine or the business of the Corporation may require.

1.3 References to Articles. Any reference made herein to the Articles will be deemed to refer to the Corporation's Articles of Incorporation and all amendments thereto which are on file with the Arizona Corporation Commission at any given time, together with any and all certificates filed by the Corporation with the Arizona Corporation Commission pursuant to Arizona Revised Statutes §10-203.

ARTICLE II

SHAREHOLDERS

2.1 Place of Meeting. All meetings of the shareholders shall be held at such place, within or without the State of Arizona, as may from time to time be fixed or determined by the Board of Directors.

2.2 Annual Meetings. The annual meeting of the shareholders shall be held during the first week of the last month of the fiscal year of the Corporation, at a time of day and place as determined by the Board of Directors (or, in the absence of action by the Board of Directors, as set forth in the notice given, or waiver signed, with respect to such meeting pursuant to Section 2.4 below), for the purpose of electing directors and for the transaction of any other business as may properly come before such meeting. If any such annual meeting is for any reason not held on the date on which the meeting is called, a special meeting may thereafter be called and held in lieu thereof, and the same business (including the election of directors) may be conducted as at an annual meeting.

2.3 Special Meetings. A special meeting of the shareholders may be called at any time by the President, a majority of the directors, or the shareholders holding not less than ten percent (10%) of all the shares of stock of the Corporation issued and

outstanding and entitled to vote at the meeting, for the specific purpose of transacting only such business as set forth in the notice given, or waiver signed, with respect to such meeting pursuant to Section 2.4 hereof.

2.4 Notices. Written notice of every meeting of the shareholders, specifying the date, place and hour, and in the event of a special meeting, the purpose(s) for which the meeting is called, shall be mailed by the Secretary (or other authorized officer), postage prepaid, at the direction of the person or persons calling the meeting to each shareholder of record entitled to vote at such meeting at his last known address as it appears on the books of the Corporation, at least ten (10) but no more than sixty (60) days prior to such meeting. Notice shall be deemed delivered to a shareholder upon such mailing. Notwithstanding the foregoing, any or all shareholders may waive notice of any meeting in writing in accordance with Arizona Revised Statutes §10-706. Except as may be required by Arizona Revised Statutes §10-705, in the event a meeting of the shareholders is adjourned to another time or place, notice to shareholders of the adjourned meeting shall not be required if the time and place thereof is announced at the meeting at which the adjournment is taken.

2.5 Quorum. At any meeting of shareholders, the shareholders of a majority of the issued and outstanding shares of the Corporation, or a majority of shares entitled to vote as a separate voting group, present in person or represented by proxy, shall constitute a quorum for all purposes, unless the representation of the larger number of shares shall be required by statute in which case the representation of such number required shall constitute a quorum. If a quorum of the shareholders shall fail to attend any such annual meeting or any such special meeting at the time and place fixed in the notice thereof, a majority interest of the shares then present, in person or by proxy, may adjourn the meeting from time to time, without notice other than by announcement at said meeting, until a quorum of the shareholders shall be present. At any such adjourned meeting at which a quorum of the shareholders shall be present, any business may be transacted which may have been transacted at that meeting as originally called.

2.6 Proxies. Any shareholder may at any time nominate and appoint a proxy to vote or otherwise act for him at any meeting of the shareholders, and such proxy shall have all the powers and privileges that the shareholder would have had if present in person. Such appointment of proxy shall be in writing and subscribed by the shareholder and shall be presented to the meeting for which each such proxy is appointed and held and preserved by the Secretary or other officer or agent authorized to tabulate votes for such meeting. A telegram or facsimile to this effect which purports to have been sent by a shareholder may be accepted as a sufficiently written and executed proxy.

2.7 Voting.

(a) Except as may otherwise be required by the Articles or by statute, each shareholder shall be entitled to one vote for each share registered in his name on the books of the Corporation at least ten (10) days prior to the date on which such share is to be voted, unless the Board of Directors has, in accordance with law, fixed a different record date. Such record date may not be more than seventy (70) days before the

meeting or action requiring a determination of shareholders. Except as may otherwise be required by the Articles or by statute, any questions submitted to the shareholders shall be resolved by a majority of the votes cast. The voting shall be by ballot on any question which a ballot vote is demanded by any person entitled to vote on such question prior to the time the voting begins; otherwise, a voice vote will suffice.

(b) Shares registered in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of such other corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such other corporation may determine.

(c) Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name on the books of the Corporation. Shares registered in the name of a trustee may be voted by such trustee, either in person or by proxy.

(d) Shares registered in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do is contained in an appropriate order of the court by which such receiver was appointed.

(e) A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

(f) Neither shares of the Corporation owned by the Corporation nor shares of the Corporation owned by another corporation, if a majority of the shares entitled to vote in the elections of directors of such other corporation is held, directly or indirectly, by the Corporation, shall be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not be construed as limiting the right of the Corporation to vote its own stock held by it in a fiduciary capacity.

(g) Shares registered in the name of a trustee may be voted by the trustee; provided, however, that the trust protector may vote on the election of directors as provided in Section 3.2 below.

2.8 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting if written consent setting forth the action taken shall be signed by all of the shareholders.

2.9 Informalities and Irregularities. All informalities or irregularities in any call or notice of a meeting other than time, place or date of meeting, or in the areas of credentials, proxies, quorums, voting and similar matters, will be deemed waived if no objection is made at the meeting.

ARTICLE III

DIRECTORS

3.1 Number and Qualification. The business and affairs of the Corporation shall be managed by a Board of Directors. There shall be five (5) directors.

3.2 Election and Term. The initial directors shall hold office until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified. At the first annual meeting of shareholders, and at each annual meeting thereafter or special meeting in lieu of an annual meeting called for such purpose, the shareholders shall elect the number of directors up for election for a term of five (5) years, or until their successors have been elected and qualified. The initial board of directors shall serve 1, 2, 3, 4, or 5-year terms, as assigned by the initial board of directors. Upon the expiration of their terms, director positions 1 and 3 shall be elected by the Trustee of the shareholder trusts; director positions 2 and 4 shall be elected by the Trust Protector of the shareholder trusts; director position 5 shall be appointed by the other directors. In the event of the tie regarding the appointment of the 5th director, the election shall be voted on by the Trust Protector of the shareholder trusts. In the event there are no shareholders of the Corporation, the existing directors shall continue to serve on the assigned staggered term until a shareholder election takes place.

3.3 Place of Meeting. All meetings of the Board of Directors shall be held at such place, within or without the State of Arizona, as the directors may fix or determine from time to time.

3.4 Annual Meetings. The annual meeting of the Board of Directors shall be called by the President or other officer authorized to call a meeting as soon as practical following adjournment of the annual meeting of the shareholders. The Board of Directors shall meet for the purpose of electing the officers of the Corporation and transacting any other business as may properly come before such meeting. Notice of annual meetings shall be given to each director in the same manner as provided in paragraph 3.5 for special meetings of the Board of Directors.

3.5 Special Meetings. A special meeting of the Board of Directors may be called at any time by the President or other officer authorized to call a meeting. A special meeting of the Board of Directors shall be called by the President or other officer authorized to call a meeting upon the written request of a majority of the directors then serving. A special meeting of the Board of Directors may be held upon twenty-four (24) hours notice to each director, if notice is delivered personally or by telephone, electronic communication, or other similar means of communication, or upon three (3) days' notice if mailed, postage prepaid, to each director at his address that appears on the books of the Corporation. Notice shall be deemed to be delivered to such director upon such mailing. Except as required by Article XI hereof, notice to the directors of a special meeting of the Board of Directors may, but need not, identify the business to be transacted at, or the purpose of, the meeting so called.

3.6 Quorum. At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business; but if, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any such meeting at which a quorum shall be present, any business may be transacted which may have been transacted in the meeting as originally called.

3.7 Waiver of Notice. Notwithstanding Section 3.5 hereof, any or all directors may waive notice of any meeting in writing, and attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.8 Telephonic Meeting. One or more directors may participate in a meeting of the Board of Directors by means of a conference telephone conversation or any similar communications equipment by means of which all persons participating in the meeting may hear each other, and participation in a meeting pursuant to this Section 3.8 shall constitute attendance in person at such meeting.

3.9 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action to be taken shall be signed by all of the directors.

3.10 Committees. The Board of Directors may, from time to time, designate one or more committees which shall exercise such powers as may be assigned to it by the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of the directors then in office. The majority of the members of any committee so created must be directors.

3.11 Vacancies. Any vacancy, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office, or by a sole remaining director, and any director so chosen shall hold office until the next annual meeting of shareholders, or until his successor shall have been elected and qualified. If there are no directors in office, then any officer or any shareholder, or any other fiduciary entrusted with like responsibility for the person or estate of a shareholder, may call a special meeting of shareholders in accordance with the provisions of the Articles of Incorporation or these Bylaws, at which meeting the vacancies shall be filled.

3.12 Removal; Resignation.

(a) Any director may be removed at any time, with or without cause, at a special meeting of the shareholders called for that purpose by the shareholders; provided, however, that if less than all of the directors are to be removed, no one director may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of all of the directors. Any vacancy created by the

removal of a director by the shareholders may be filled by the shareholders at such meeting.

(b) If a director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove the director.

(c) Any director may resign at any time by giving written notice of his resignation to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, a director's resignation shall be effective upon delivery thereof to the designated officer and shall not be conditioned upon acceptance to become effective.

3.13 Directors' Compensation.

(a) Directors shall not be entitled to compensation for their services as directors, but shall be entitled to reimbursement for any reasonable expenses incurred in attending Board of Directors' meetings as the Board of Directors may fix from time to time. Any director may waive reimbursement for any meeting.

(b) Directors shall be required to reimburse the Corporation for that portion of their compensation which is disallowed by the Internal Revenue Service as a deduction for federal income tax purposes.

ARTICLE IV

OFFICERS

4.1 Officers. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a President and such other officers as appointed by the Board of Directors, including without obligation or limitation, a Vice President, a Secretary, and a Treasurer. The Board of Directors may elect a Chairman of the Board, a Vice Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, and such other officers with such titles as a resolution of the Board of Directors shall designate. Except as may otherwise be provided in the resolution of the Board of Directors choosing him, no officer need be a director. The Board of Directors may delegate to the President of the Corporation the authority to appoint any officer or agent of the Corporation other than the President, Vice President, Secretary or Treasurer. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any number of offices may be held by the same person.

4.2 Election. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors, and each such officer shall hold office until his successor has been duly elected and qualified, or until his death, resignation or removal.

4.3 Removal; Resignation.

(a) Any officer of the Corporation may be removed at any time, with or without cause, and with or without notice, by a majority of the directors then in office at a special meeting thereof called for that purpose; provided, however, such removal shall be without any prejudice to the contract rights, if any, of any officer so removed. Any officer or agent appointed by the President pursuant to authority delegated to the President by the directors may be removed with or without cause at any time whenever the President, in his absolute discretion, shall consider that the best interests of the Corporation shall be served thereby.

(b) Any officer may resign at any time by giving notice of his resignation to the Corporation. Unless otherwise specified, such resignation shall take effect upon delivery, and acceptance thereof shall not be necessary to make such resignation effective.

4.4 Vacancies. A vacancy in any office may be filled by the Board of Directors or by the President in accordance with Section 4.1 hereof, and the officer so elected shall hold office until his successor is duly elected and qualified, or until his earlier death, resignation or removal.

4.5 Officers' Compensation.

(a) The officers of the Corporation shall be entitled to such compensation for their services as the Board of Directors may fix from time to time. With the exception of the salary of the President, the Board of Directors may delegate to the President the authority to fix the salary of any officer or employee of the Corporation. Any officer receiving compensation under this Section 4.5 shall not be prevented from serving the Corporation in any other capacity and receiving compensation and reimbursement for reasonable expenses for such other services. Any officer who is also a director shall not be prevented from voting as a director in determining the compensation to be paid to him as an officer.

(b) Officers shall be required to reimburse the Corporation for that portion of their compensation which is disallowed by the Internal Revenue Service as a deduction for federal income tax purposes.

4.6 Officer's Duties. If appointed by the Board of Directors, officers shall have the responsibility to perform the respective duties set forth below. If there is only one officer of the Corporation, such sole officer shall have all responsibilities prescribed for all officers.

(a) Chairman of the Board. The Chairman of the Board shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He shall participate in long range planning and policy-making decisions of the Corporation and shall in general perform such other duties as shall be designated by the Board of Directors from time to time.

(b) Vice Chairman of the Board. In the absence of the Chairman of the Board, the Vice Chairman of the Board shall exercise all powers and discharge all of the duties of the Chairman of the Board, including the long range planning and policy making decisions of the Corporation and shall in general perform such other duties as shall be designated by the Board of Directors from time to time.

(c) President. The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business affairs and property of the Corporation and general supervision over its other officers and agents. In general, he shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of security holders of corporations in which the Corporation may hold securities. At such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board of Directors may from time to time confer like powers upon any other person or persons. In the absence of the creation of the office of Secretary, it shall be the President's responsibility or to delegate the responsibility for preparing minutes of the Directors' and shareholders' meetings and for authenticating records for the Corporation.

(d) Vice President. The Vice President, if any (or in the event there be more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

(e) Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of shareholders and record all votes and the proceedings of the meetings in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors. He shall give, or cause to be given, notice of meetings of shareholders and directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, or the President, under whose supervision he shall act. He shall have custody of the seal, if any, of the Corporation, and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his signature. The Secretary shall have the obligation to follow any changes in the law (by legislation, administrative rule, court proceeding, or otherwise) that may impact the Company or the Shareholders, and report to the Board of Directors the nature of the change.

(f) Assistant Secretary. The Assistant Secretary, if any (or in the event there be more than one, the Assistant Secretaries in the order designated, or in the

absence of any designation, in the order of their election), shall, in the event of the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

(g) Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, shall keep 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 from time to time be designated by the President. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, whenever requested by the President or the Board of Directors, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE V

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

5.1 Indemnification.

(a) Subject to and in accordance with Arizona Revised Statutes §§10-850 et seq., 10-202 and 10-204, except as may be expressly limited by the Articles of Incorporation and any amendments thereto, the Corporation may indemnify each of its directors, officers, employees or agents and former directors, officers, employees or agents, against all expenses incurred by him (including by example and not limitation, attorneys' fees, judgments, fines and penalties which may be incurred, rendered or levied in any legal matter brought against him) for or on account of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, with respect to which he was or is a party or is threatened to be made a party, by reason of the fact that he 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, if the individual's conduct was in good faith; the individual reasonably believed (in the case of conduct in an official capacity with the Corporation) that the conduct was in the Corporation's best interests; or (in all other cases), that the conduct was at least not opposed to the Corporation's best interests; and (in the case of any criminal proceedings) the individual had no reasonable cause to believe the conduct was unlawful.

The Corporation may likewise indemnify a director's conduct with respect to an employee benefit plan for a purpose he reasonably believed to be in the interests of the participants and beneficiaries of the plan if the director reasonably believed that the conduct was in the Corporation's best interests.

(b) Except to the extent reimbursement shall be mandatory in accordance herewith, the Corporation shall have the right to refuse indemnification, in whole or in part, in any instance in which the person to whom indemnification would otherwise have been applicable, if he unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him in the action, or unreasonably refused to cooperate in the defense of such action.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall be determined by a resolution of the Board of Directors.

ARTICLE VII

AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

7.1 Affiliated Transactions. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other entity in which one or more of the directors or officers of the Corporation are directors or officers of such other entity, or have a financial interest therein, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, provided:

(a) The facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board of Directors, in good faith, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) The contract or transaction is fair to the Corporation at the time it is authorized, approved or ratified by the Board of Directors or the shareholders.

7.2 Interested Directors. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors thereof which authorizes the contract or transaction.

ARTICLE VIII

STOCK CERTIFICATES

8.1 Issuance.

(a) Every holder of stock in the Corporation, when such stock is fully paid, shall be entitled to have a certificate, signed by the President or a Vice President and the Secretary or an Assistant Secretary of the Corporation (or any other officer authorized by the Board of Directors), exhibiting on the face thereof the number and class (and series, if any) of shares owned by him. Each certificate representing stock in the Corporation shall also state upon the face the name of the person to whom it is issued and that the Corporation is organized under the laws of the State of Arizona. Each such certificate may (but need not) be impressed with the seal of the Corporation or facsimile thereof.

(b) All certificates representing shares which are subject to restrictions on transfer or to other restrictions shall have imprinted thereon such restrictions on transfer.

(c) In the event that any provisions of this document conflict with the provisions of any shareholders agreement between the Shareholders and the Corporation with respect to the matters set forth in this document, then the terms and conditions set forth in said separate shareholders agreement shall control; provided, however, the same is not in conflict with applicable State law.

8.2 Transfers. Upon surrender to the Corporation or any transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation or its transfer agent to issue a new certificate to the person entitled thereto, to cancel the old certificate and to record the transaction upon its books.

8.3 Ownership.

(a) Except as otherwise provided by law, the Corporation shall be entitled to recognize the exclusive right of a person who is registered on its books as the owner of shares to receive dividends or other distributions and to vote such shares as owner thereof, and to hold such person liable for calls and assessments. The Corporation shall not be bound to recognize any equitable or legal claim to, or interest in, such shares on the part of any other person.

(b) If a shareholder desires that notices and/or dividends shall be sent to a name or address other than the name or address appearing on the stock ledger maintained by the Corporation, it shall be the responsibility of the shareholder to notify the Corporation, in writing, specifying the alternate name or address to be used.

8.4 Record Owner. In order that the Corporation may determine the shareholders of record who are entitled to notice or to vote at any meeting of shareholders

or any adjournment thereof, or entitled to receive payment of any dividend or other distribution, or to make a determination of the shareholders of record for any other proper purpose, the directors may, in advance, fix a date as the record date for any such determination. The date shall not be more than seventy (70) days nor less than ten (10) days before the date of such meeting, nor more than seventy (70) days nor less than ten (10) days prior to the date of any other action. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting taken pursuant to Section 2.5 of Article II hereof; provided, however, that the directors may fix a new record date for the adjourned meeting, and further provided that the adjournment or adjournments do not exceed thirty (30) days in the aggregate.

8.5 Lost Certificates. The directors may direct a new certificate to be issued in place of any certificate issued by the Corporation which is claimed to have been lost, stolen or destroyed, upon the presentation to the Board of Directors of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing the issuance of a replacement certificate, the directors may, in their discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate, or his legal representative, to advertise the same in such manner as the Board of Directors shall require and/or to give the Corporation a bond in such sum, or other security in such form, as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate claimed to have been lost, stolen or destroyed.

8.6 Issuance of New Shares. No shares of the Corporation shall be issued except to trustees of a form of trust approved by the Board of Directors. The trustee of the approved trust will provide notice of intent to purchase shares to the Treasurer of the Corporation, who will then determine the per share value of the Corporation by dividing the total assets less the total liabilities by the number of shares. The new shares shall be issued at that price. Redemption of shares shall be completed by the same method. In calculating the value of shares, no discounts shall be applied for lack of marketability, lack of control, or other similar discounts. The intent of these bylaws is to establish a purchase price for the shares for the new shareholder that neither benefits nor penalizes any of the existing shareholders and the Board of Directors shall adopt whatever policies are necessary, if any, to reflect that intent.

ARTICLE IX

CORPORATE SEAL

9.1 Adoption. The Corporation may or may not adopt a seal.

9.2 Form. If a seal is adopted by the Corporation, the seal of the Corporation shall have inscribed thereon the name of the Corporation, the state and year of its incorporation and the words "Corporate Seal."

ARTICLE X

FINANCIAL MANAGEMENT

10.1 Dividends. Subject to such restrictions or requirements as may be imposed by the Articles or by statute, or as may otherwise be binding upon the Corporation, dividends upon the stock of the Corporation outstanding may be declared by the Board of Directors at any annual or special meeting and may be paid in cash, in property or in shares of the Corporation's stock. The Board of Directors is specifically authorized to accumulate earnings without paying dividends.

10.2 Source of Dividends. Except as otherwise provided by the Bylaws or by statute, the Board of Directors shall have full power to determine whether any, and if so, what part, of the funds legally available for the payment of dividends shall be declared as dividends and paid to the shareholders of the Corporation. The Board of Directors may, in their sole discretion, fix a sum which may be set aside or reserved over and above the paid-in capital of the Corporation for working capital or as a reserve for any proper purpose, and may, from time to time, increase, diminish or vary such fund or funds.

10.3 Investment Authority. The Board of Directors shall have the ability to invest the assets of the Corporation in any lawful manner, in accordance with the Prudent Investor Rule, A.R.S. §§ 14-10901-909, as if the Corporation were being invested by a Trustee. The Board of Directors is specifically authorized to invest in assets with a very long-term investment return, and to minimize taxes resulting from dividends and other income, as well as the penalty for accumulating income.

10.4 Redemption of Shares. The Board of Directors is directed to redeem the shares of a shareholder in the event the shareholder is a Trust for a beneficiary who has been revived. The Board of Directors is also directed to redeem the shares if instructed by the shareholder in order to prevent the failure of the Trust-shareholder's beneficiary's cryopreservation or to defend the Trust-shareholder against litigation.

10.5 Total Expenditures. In any given year, the total expenditures for financial management, and officer and director compensation, shall not exceed 1.5 percent of the total value of the assets of the corporation. Notwithstanding anything to the contrary contained herein, the Section 10.5 cannot be changed without a 75 percent majority vote of the trust protectors.

10.6 Business Purpose. Among the other purposes of the business, it is a business purpose of the Corporation to provide a growth structure for cryogenically preserved individuals to maintain and grow assets in an efficient manner.

ARTICLE XI

AMENDMENTS

The Board of Directors shall have the power to make, alter and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of 80 percent of the directors; provided that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new bylaws, must be included in the notice of the meeting of the directors at which such action takes place.

OFFICER'S CERTIFICATE

I, Linda Chamberlain, as the Secretary of MIFIT INVESTMENTS, INC. (the "Corporation"), do hereby certify that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted by the directors of the Corporation on the _____ day of October 2019.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of October, 2019.

Linda Chamberlain, Secretary