

EXHIBIT 2

OFFICERS INDEMNIFICATION

"Article VII

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES; EXCULPATION

The Corporation is authorized to indemnify, and to advance expenses to, each current, former or prospective director, officer, employee or agent of the Corporation to the fullest extent permitted by Section 145 of the General Corporation Law, as the same exists or as may hereafter be amended.

To the fullest extent permitted by the General Corporation Law, as the same exists or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. If the General Corporation Law is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of the directors or officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended from time to time.

Any amendment, repeal or modification of this Article VII, or the adoption of any provision of this Restated Certificate of Incorporation inconsistent with this Article VII, shall not adversely affect any right or protection of a director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification or adoption of such inconsistent provision or increase the liability of any director, officer or other agent of the Corporation with respect to acts or omissions occurring prior to such amendment, repeal, modification or adoption of such inconsistent provision."

[END OF EXHIBIT 2

