EXHIBIT "1"

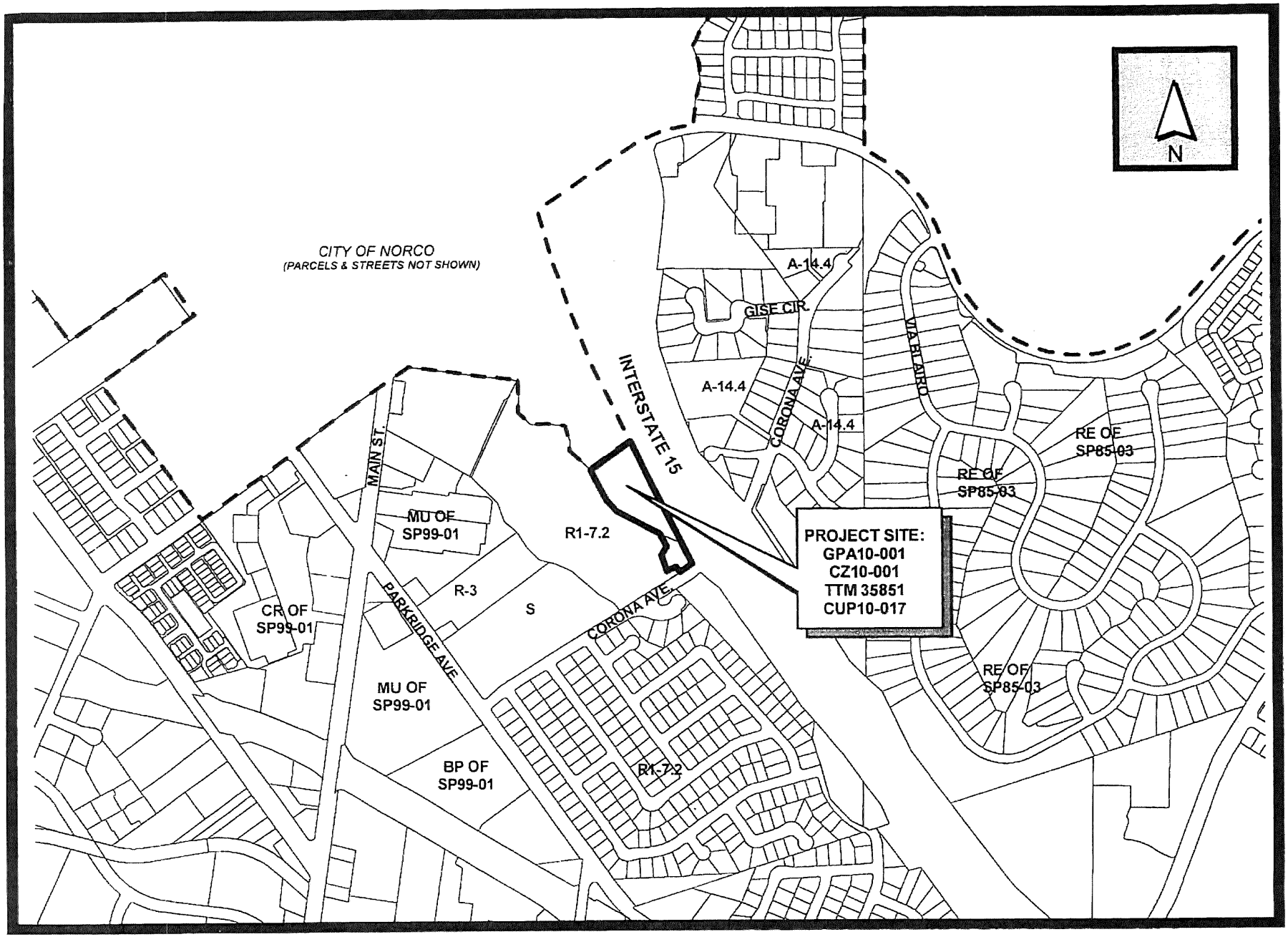

EXHIBIT 1