

November 29, 1970

Consent of Stockholders in lieu of official meeting of stockholders of Quantel Corporation, a Delaware Corporation.

By this consent of stockholders of Quantel Corporation the undersigned hereby approve and take the actions set forth below and adopt the resolutions set forth below:

1. Douglas R. Bosomworth and Edward Kornstein are hereby removed as directors of Quantel Corporation, effective immediately.
2. Nunzio Luce and M. Douglas Beals are hereby elected as directors of Quantel Corporation, effective immediately
3. The number of Directors of Quantel Corporation is hereby increased to nine , effective immediately.
4. Joel Goldmacher is hereby elected as a Director of Quantel Corporation, effective immediately.
5. Resolved that Douglas R. Bosomworth and Edward Kornstein are hereby removed as directors of Quantel Corporation, effective immediately.
6. Resolved that Nunzio Luce and M. Douglas Beals are hereby elected as Directors of Quantel Corporation, effective immediately.
7. Resolved that the number of Directors of Quantel Corporation is hereby increased to nine, effective immediately.
8. Resolved that Joel Goldmacher is hereby elected as a Director of Quantel Corporation, effective immediately, and Brian Astle and Louis Zanoni are hereby elected as Directors of Quantel Corporation, effective immediately.

The stockholders whose names appear below are owners of a majority of the issued and outstanding shares, of common stock of Quantel Corporation, which are entitled to vote, and said stockholders are also owners of a majority of the total number of issued and outstanding shares of stock of the corporation.

Signed at 4:30 P.M.

November, 29, 1970

Consent of Stockholders in lieu of a special meeting
of the stockholders of Quantel Corporation.

This consent of stockholders in lieu of a special meeting
of the stockholders of Quantel Corporation hereby approve and
take the following actions;

1. The retention of Dr. Zoltan Kiss as President and
Chairman of the Board of Directors and an employee
of Quantel Corporation is hereby approved and ratified.
2. The action of the President in retaining counsel for
Quantel corporation is hereby approved and ratified.

Signed 4:30 P.M.

Zoltan Kiss
Richard H. Rubin
Jel Goldmacher
Samuel A. Luch
David S. Zeman
Brian H. Hite
Warren H. Moles

