BYLAWS OF THE GOVERNING BOARD
OF
ALHAMBRA MEDICAL UNIVERSITY

ARTICLE I
PURPOSE

Section 1. The Partnership. FENWU University of Alternative Medicine, L.P., a California Limited Partnership (the "Partnership"), owns and operates an acupuncture and oriental medicine university known as Alhambra Medical University (the "University").

Section 2. General Partner. The General Partner of the Partnership is FEN & J Corp., a California Corporation (the "General Partner").

Section 3. The Governing Board. The purpose of these Bylaws is to establish and define the rights, duties and responsibilities of the Governing Board of the University.

ARTICLE II
OFFICES

Section 1. Principal Office. The principal executive office of the University and its Governing Board is hereby located at 55 South Raymond Avenue, Alhambra, California. The General Partner is hereby granted full power and authority to change said principal executive office from one location to another within the State of California.

Section 2. Other Offices. Branch or subordinate offices may at any time be established by the General Partner at any other place or places.

ARTICLE III
GOVERNING BOARD

Section 1. Appointment. The General Partner shall appoint a board to govern the operations of the University, which shall be known as the Governing Board. Notwithstanding any other provision of these Bylaws, each reference in these Bylaws to "the Governing Board" shall refer to the Governing Board so appointed by the General Partner.

Section 2. Functions and Duties of Governing Board. The functions and duties of the Governing Board shall include, but not be limited to, the following: establishing broad policy and long-range planning; evaluating the University's Chief Executive Officer; reviewing and approving the annual budget; approving major program changes; and developing external relations.

Section 3. Composition. The Governing Board shall consist of at least five members who shall be appointed by the General Partner and the Chief Executive

Officer of the University, who shall be a member *ex officio*, with the right to vote. The actual number of members shall be determined from time to time by the General Partner in its sole discretion. The Governing Board shall include a minimum of three public members. Notwithstanding the foregoing, the General Partner may change the total number of members, whenever the General Partner determines, in its sole discretion, that such change is necessary or desirable.

Section 4. Term of Service. The appointed members of the Governing Board shall serve for terms of two (2) years, commencing on January 1st of the year of appointment. An appointed member holds office until a successor is appointed and qualified. *Ex officio* members serve for the same period as they serve in the office pursuant to which they are entitled to *ex officio* status.

Section 5. Qualifications. Appointed members of the Governing Board shall reside in or have an interest in or association with the community served by the University, and shall demonstrate familiarity and/or experience with local affairs from the standpoint of a consumer, provider, staff member or other professional. Such members shall also demonstrate an active, supportive interest in the University and a willingness to devote such time and energy as may be necessary to serve the University's best interests.

Section 6. Resignation and Removal.

a. **Resignation.** Any member may resign by written notice to the Chairman of the Governing Board or the University's Chief Executive Officer effective at the time specified in the notice.

b. **Removal.** Notwithstanding anything in these Bylaws to the contrary, the General Partner may remove any member of the Governing Board at any time with or without cause.

Section 7. Vacancies. Vacancies on the Governing Board caused by resignation, death or removal of a member shall be filled by the General Partner after considering the recommendation, if any, of the Governing Board. Vacancies occurring before the expiration of a term will be filled by appointment for the remainder of the unexpired term.

Section 8. Conflict of Interest. The Governing Board shall develop and implement a written Conflict of Interest Policy that provides for full disclosure of the ownership and control of the University and of any acupuncture and oriental medicine organizations that are organizationally or functionally related to the University. "Conflict of Interest" shall mean any direct or indirect ownership, control, interest, employment relationship, business relationship, and/or participation in any facility, business entity or activity that directly or indirectly competes or does business with, or reasonably could be considered adverse to the University, the General Partner or the Partnership. The fact that a member also serves as an officer, employee or

representative of the University, the General Partner or the Partnership shall not constitute a conflict of interest. The policy shall include guidelines for the resolution of any existing or apparent conflict of interest. All Governing Board members shall be required to disclose possible conflicts of interest prior to their appointment to the Governing Board and periodically throughout their term(s).

ARTICLE IV.
MEETINGS

Section 1. Regular Meetings. Regular meetings of the Governing Board shall be held at least two times a year at the University, or at such other place, and time as may be designated by the General Partner or the Governing Board.

Section 2. Special Meetings. Special meetings may be called by the Chairman at his or her discretion or, if requested for good cause, by two other Governing Board members. Members shall be given written or oral notice of such special meetings, as time permits.

Section 3. Attendance at Meetings. Members of the Governing Board are expected to attend all regular Governing Board meetings, unless excused by the Chairman for good cause. Except in emergencies, a Governing Board member shall notify the Chairman or the Chairman's designee in advance of any meeting from which said member will be absent, to obtain an excused absence. Each member shall attend at least one regular Governing Board meeting annually, unless excused as provided above. Failure to meet the foregoing attendance requirements constitutes cause for the removal of the member from the Governing Board by the General Partner.

Section 4. Quorum. The presence in person of at least a majority of the members of the Governing Board shall be necessary to constitute a quorum for the transaction of business at any meeting. Should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than seven (7) days later, without further notice. Alternatively, if a quorum is not present at any meeting of the Governing Board, the members present are authorized to proceed with the meeting, but any action taken must be ratified by a quorum in a subsequent meeting before it becomes the act of the Governing Board.

Section 4. Voting. Voting shall be by voice unless a member shall demand a roll call, in which case the Chairman shall call the roll and the vote of each member shall be recorded in the minutes.

Section 5. General Partner Representation. One or more representatives designated by the General Partner shall be entitled to attend each regular and special meeting of the Governing Board.

Section 6. Minutes of Meeting. Minutes shall be taken at each regular and special meeting and shall, within twenty-one days after such meeting, be transmitted to the General Partner or its designee by either the Secretary of the Governing Board or the University's Chief Executive Officer.

ARTICLE V
OFFICERS OF THE GOVERNING BOARD

Section 1. Officers. The officers of the Governing Board shall be at a minimum a Chairman, Vice Chairman and a Secretary, each of whom shall be elected by the Governing Board. The Governing Board shall have the authority to appoint such other officers, each of whom shall hold office for such period and have such authority and duties, as the Governing Board may from time to time determine.

Section 2. Election and Appointment of Officers. At the first meeting of the Governing Board year, the Governing Board shall elect the Chairman and the Vice Chairman and, upon the recommendation of the University's Chief Executive Officer, shall appoint a Secretary. The Secretary may or may not be a member of the Governing Board.

Section 3. Term of Office and Resignation or Removal. Officers shall serve for terms of two (2) year(s) or until their successors are elected and qualified. An officer may resign at any time by giving written notice to the Governing Board. An officer elected or appointed by the Governing Board may be removed, with or without cause, by the vote of a majority of the Governing Board or by the General Partner.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Governing Board for the unexpired portion of the term of such office.

Section 5. Duties of Officers. The duties and powers of the officers of the Governing Board shall be as follows and as shall hereafter be set by resolution of the Governing Board:

a. The Chairman shall preside at all meetings of the Governing Board and shall have such other duties and responsibilities as may be assigned by the Governing Board from time to time.

b. The Vice Chairman shall have such duties as are assigned by the Chairman and shall preside at Governing Board meetings in the absence of the Chairman.

c. The Secretary shall keep minutes of all meetings and shall perform such other duties as the Governing Board may direct. The Secretary is authorized to delegate the taking, transcribing and

custody of minutes for the Governing Board. The Governing Board is authorized to remove any person so delegated at any time.

ARTICLE VI
COMMITTEES

The Governing Board may establish and dissolve such committees as the Governing Board may determine appropriate, with members, powers, terms and responsibilities as the Governing Board deems necessary and convenient.

ARTICLE VII
UNIVERSITY CHIEF EXECUTIVE OFFICER

Section 1. Appointment. The General Partner or its designee shall appoint a Chief Executive Officer of the University in accordance with such criteria as may be adopted by the General Partner with input from the Governing Board. The appointed Chief Executive Officer shall have the knowledge and skills necessary to perform the duties required of the University's leader. Among other criteria, education and relevant experience are important qualifications.

Section 2. Responsibilities. The Chief Executive Officer shall represent the University in all aspects of its operations. The Chief Executive Officer shall serve as an *ex officio* member (with the right to vote) of, and make periodic reports to, the Governing Board, but his or her line of authority shall derive from the General Partner. The duties of the Chief Executive Officer shall include, but not be limited to the following:

a. Implement the policies of the General Partner and the Governing Board, as approved by the General Partner, especially those relating to the physical and financial resources of the University.

b. Act as liaison among the General Partner, the Governing Board and the administrative staff of the University, and also between the University and the local community.

c. Supervise the organization and management of the University and its services, departments and subdivisions, and delegate duties and establish formal means of accountability of subordinates.

d. Take reasonable steps to ensure that the University complies with all applicable laws, rules and regulations, as well as all applicable accreditation and certification standards.

ARTICLE VIII
AMENDMENTS

Subject to the approval of the General Partner, these Bylaws may be adopted, revised or deleted by vote of the members of the Governing Board at any regular meeting or any special meeting called for such purposes provided that the proposed changes are submitted in writing to the members of the Governing Board at least ten (10) days prior to the meeting.

ADOPTION AND APPROVAL OF BYLAWS

The foregoing Bylaws were adopted by the Governing Board effective as of January 1, 2009.

Chairman

The foregoing Bylaws were approved by Fen & J Corp., the General Partner of FENWU University of Alternative Medicine, L.P., effective as of the aforesaid date of adoption.

Fen & J Corp. President