FILED
GREENVILLE CO. S. C.
4 13 PM '82
DONNIE S. TANKERSLEY
R.M.C.

STATE OF SOUTH CAROLINA)
) PARTNERSHIP AGREEMENT
COUNTY OF GREENVILLE)

THIS AGREEMENT made and entered into this 2nd day of November, 1982, between International Exports and Consulting, Inc., (hereinafter "IEC") and Richardson Computer Services, Inc., (hereinafter "RCS"), residents of South Carolina;

W I T N E S S E T H

#1 DBR ZAY

(1) Name and Business. The parties do hereby form a partnership under the name of Trade Management Services, (hereinafter "TMS"), to own, build upon, develop, subdivide, alter, repair, rent, lease, and otherwise deal with real and personal property, or to perform any services of any kind and description, including but not limited to, all services, duties, responsibilities, and transactions for the designing, development, implementation, documentation, and marketing of a computer based trade management system. (Hereinafter referred to as "the system").

(2) Term. The partnership shall begin as of the date hereof and shall continue until terminated as herein provided.

(3) Capital and Loans. The capital of the partnership shall be contributed by IEC. Initial operating capital shall consist of money and funds provided by IEC to pay for computer expenses and to provide adequate computer facilities, computer supplies, and computer related materials for the development and marketing of the system. IEC shall provide capital for said expenses, facilities, supplies, and materials in an amount as set forth in Paragraph 7.

(4) Profit and Loss. The net profits of the partnership shall be divided among the partners equally at the end of each calendar year. For the purposes of this Agreement, net profits shall be defined as gross income less costs and expenses, which shall include, but not be limited to, travel and entertainment expenses, expenses associated with the installation of computers, computer related materials, or the system,