Compared and Mail Delivered
TO. Walsh Walsh & Reinhard
Baltimore St Cbg
APR 24 1987

LIBER 033 PAGE 01

STATE DEPARTMENT OF ASSESSMENT AND TAXATION

APPROVED FOR RECORD
12/4/87 at 8:39 m.

ARTICLES OF INCORPORATION

OF

GREATER CUMBERLAND TRANSPORATION, INC.

THIS IS TO CERTIFY:

1. That I, the subscriber, Glen M. Lee, whose Post Office address is 129 Winslow Street, Cumberland, Allegany County, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

2. The name of the corporation (which is hereinafter referred to as the "Corporation") is:

REG FEE 5.61
M----- 0 #
BALANCE 72.84
#254910 C002 R01 T15:48
04/05/88

GREATER CUMBERLAND TRANSPORTATION, INC.

3. The purposes for which the Corporation is formed are as follows:

DEC -4 8 39 1987

A. To buy or lease automobile taxicabs and to operate and conduct a general taxicab business for the transportation of persons and baggage for hire; to purchase, or otherwise acquire, and maintain garages for the storage and repair of its taxicabs; to maintain a corps of competent drivers and mechanics; and to conduct the business in conformity with existing laws and municipal rules and regulations or such as may be hereinafter enacted.

B. To acquire, hold, operate and dispose of any and all privileges, rights, franchises, and concessions; and to buy, sell, lease, mortgage, and exchange any and all real and personal property which may be necessary, advantageous, or proper in the conduct of said taxicab business.

C. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

NOV 27 P 9:40 1987

73388021

[redacted]

2PM 0941

4. The Post Office address of the principal office of the Corporation in the State of Maryland is 909 Virginia Avenue, Cumberland, Maryland 21502. The name and Post Office address of the Resident Agent of the Corporation in this State are:

Glen M. Lee
129 Winslow Street
Cumberland, Maryland 21502

Said Resident Agent is a citizen of Maryland, actually residing in the State.

5. The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, all of one class, without par value.

6. The number of Directors of the Corporation shall be one, which number may be increased pursuant to the Bylaws of the Corporation. The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Glen M. Lee.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of November, 1987.

WITNESS:

Joan E. Jackson

Glen M. Lee (SEAL)
GLEN M. LEE

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 25th day of November, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GLEN M. LEE , known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and he acknowledged these Articles of Incorporation to be his act, and that he signed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above-written.

My Commission Expires: 7/1/90

Bonnie McGuire Roddy
Notary Public

2974 042

STATE OF MARYLAND LIBER 033 FOLIO 03

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 D BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
		_____
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TOTAL FEES	48 ✓	

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

Code_____

ATTENTION: _____

MAIL TO ADDRESS: _____

Walsh, Walsh & Reinhart
81 Baltimore St.
Cumberland, Md
21502

NOTE:

_____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: PCM

2974 0943

RECORDED FOR RECORD
APR 5 - 1988 19
at 3:22 o'clock P M.
and same day recorded in
Liber No. Folio
one of the Land Records of Allegany
County, Maryland, and examined
by

ARTICLES OF INCORPORATION
OF
GREATER CUMBERLAND TRANSPORTATION, INC.

LIBER 0333 PAGE 04

125

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 4, 1987 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2459634

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WALSH, WALSH & REINHART
81 BALTIMORE ST.
CUMBERLAND MD 21502

109C3010593

A 248445

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-080

Compared and Mail Delivered
TO Lawrence Kelly
201 Washington St
APR 26 1988

LIBER 0333 PAGE 05

STATE DEPT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

FRIEND AND MONTELEONE, CHARTERED

ARTICLES OF AMENDMENT 11/17/87 at 9:10 a.m.

Friend and Monteleone, Chartered, a Maryland corporation, having its principal office at 201 Washington Street, Cumberland, Maryland 21502, (hereinafter known as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended as follows:

REC FEE 5.61
M----- 0 #
BALANCE 95.28
#254850 C002 R01 T15:49
04/05/88

A. As to paragraph SECOND the name of the Corporation is changed to FRIEND and KELLY Chartered.

B. As to Paragraph FOURTH the post office address of the principal office of the Corporation in this State is 201 Washington Street, Cumberland, Maryland 21502. The name and address of the Resident Agent of the Corporation is R. Steven Friend, 201 Washington Street, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporation and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation advised the foregoing Amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code

FRIEND AND KELLY
ATTORNEYS AT LAW
201 WASHINGTON STREET
CUMBERLAND, MD 21502

73218222

of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS whereof Friend and Monteleone, Chartered, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14th day of November, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of Friend and Monteleone, Chartered and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Lawrence V. Kelly
Secretary

FRIEND & MONTELEONE, CHARTERED

By R. Steven Friend
R. Steven Friend
President

FRIEND AND KELLY
ATTORNEYS AT LAW
01 WASHINGTON STREET
CUMBERLAND, MD 21502

LIBER 033 PAGE 07

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 9A 2 BUSINESS CODE 06 COUNTY 51

D1398197 ✓ P.A ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor)	Surviving (Transferee)
[redacted]	

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
		_____
[redacted]		_____
		_____
		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) Friend and Kelly Chartered

✓ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Lawrence Kelly
201 Washington St
Cumberland, Md
21502

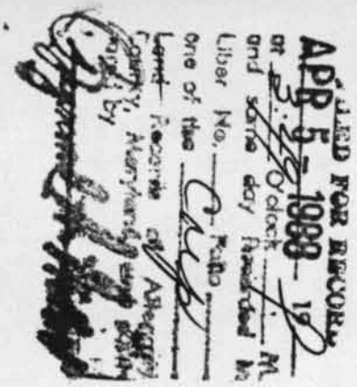
NOTE:

[redacted]AL 20
[redacted]S

✓ Check _____ Cash

___ Documents on ___ checks

APPROVED BY: JLO



*****

ARTICLES OF AMENDMENT
OF
FRIEND AND MONTELEONE, CHARTERED

LIBER 0333 PAGE 08

CHANGING ITS NAME TO:
FRIEND AND KELLY CHARTERED

195

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1987 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1398197

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LAWRENCE KELLY
201 WASHINGTON STREET
CUMBERLAND MD 21502

103C3013515

A 247418

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1987 1987

AT5-060

Compared and Mail Delivered
TO Law Barnett
Apr 26 1988

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 0333 PAGE 09

ARTICLES OF REVIVAL

11-19-87 at 8:57 A.M.

LITTLE ORLEANS-PINEY PLAINS CIVIC IMPROVEMENT ASSOCIATION, INC., a Maryland Corporation having its principal office in Allegany County, State of Maryland, hereby certifies to the Department of Assessment and Taxation of Maryland that:

1987 NOV 19 AM 8:57

1. The charter of the corporation was forfeited on October 17, 1984 for the failure to file an annual report with the Department of Assessment and Taxation of the State of Maryland and these Articles of Revival are submitted for the purpose of reviving and reinstating the charter of the corporation.

REC FEE 5.61
BALANCE 100.89
#254760 C002 R01 T15:49
04/05/88

1987 AUG -7 A 8:41

2. The name of the corporation at the time of the forfeiture of its charter was:

Little Orleans-Piney Plains Civic Improvement Association, Inc.

3. The name by which the corporation shall hereafter be known is:

Little Orleans-Piney Plains Civic Improvement Association, Inc.

4. The Post Office address of the principal office of the corporation in the State of Maryland is:

Rt. #1,
Little Orleans, Maryland 21766

5. The name and post office address of the resident

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

[redacted]

73238029

agent of the corporation in the State of Maryland are:

James L. Roby, Sr.
Rt.#1
Little Orleans, Maryland 21766

The resident agent is a citizen actually residing in this State.

6. At or prior to the filing of these Aricles of Revival, the corporation has:

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the corporation to prevent the forfeiture of its charter.

IN WITNESS WHEREOF, the undersigned, James L. Roby, Sr. and Loraine McCusker, who were respectively the last acting president and secretary, have signed these Articles of Revival on the 10th day of July, 1987.

Joni L. Phillips
WITNESS

James L. Roby Sr. SEAL
JAMES L. ROBY, SR.

Joni L. Phillips
WITNESS

Loraine McCusker SEAL
LORAINE McCUSKER

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

AFFIDAVIT

STATE OF MARYLAND

COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 16th day of April, 1987, before me personally appeared JAMES L. ROBY, SR., and he did acknowledge that the aforegoing Articles of Revival are his act and deed.

Toni L. Phillips
NOTARY PUBLIC

My Commission Expires on: 7/1/90

AFFIDAVIT

STATE OF MARYLAND

COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 10th day of July, 1987, before me personally appeared LORAINE McCUSKER, and she did acknowledge that the aforegoing Articles of Revival are her act and deed.

Toni L. Phillips
NOTARY PUBLIC

My Commission Expires on: 7/1/90

LAW OFFICE
OF
ARNETT & BARNETT
4 Baltimore Avenue
berland, Maryland
21502
hone 722-2745

LIBER 033 PAGE 12

AFFIDAVIT FOR ~~REVIVAL OF A CHARTER~~

I, DAVID KIRK of
(insert name and title) (insert name of corporation)

hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

David E Kirk

DAVID KIRK
(PRINT NAME BENEATH SIGNATURE)
CORPORATE TAX PREPARER

I hereby certify that on 11/13/87 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Allegany County, MD personally appeared
(insert name or county for which notary is appointed)

DAVID KIRK and made oath under the penalties of
(insert name of person swearing)

perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Tori L. Phillips
(Signature of notary public)

My Commission expires 7/1/90.

2371 1874

LIBER 033 - 13

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 04 COUNTY 51

D1142389 ___P.A ___Religious ___Close ___Stock ✓Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
		_____
		_____
		_____
	10	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TAL ES	30	

✓ _____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: No

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Paul Barnett
234 Balt Ave
Cumberland, Md
21502

NOTE:

FILED FOR RECORD
APR 5 - 1988
at 2:22 o'clock P. M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany County, Maryland and com
Prepared by

*****

THE ARTICLES OF REVIVAL
OF
LITTLE ORLEANS-PINEY PLAINS CIVIC IMPROVEMENT ASSCCIATION, INC.

LIBER 033 FOL 14

1915

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 19, 1987 AT 8:57 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 10.00

D1142389

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
PAUL BARNETT
234 BALTIMORE AVE.
CUMBERLAND MD 21502

103C3013503

A 247406

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

1

AT5-060

2971 1870

Compared and Mail Delivered
TO Bob Paye PO Box 1350 Cum
Apr 26, 1988

LIBER 033 PAGE 15

MICON EQUIPMENT SALES & SERVICE, INC.

ARTICLES OF INCORPORATION

FIRST: That the undersigned, Robert S. Paye, whose post office address is 21 Prospect Square, Cumberland, Maryland, 21502, and Sandra K. Twigg, whose post office address is Rt. #3, Box 134 X, Cumberland, Maryland, 21502, each being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

REC FEE 5.61
M----- 0 #
BALANCE 106.50
#234910 C002 R01 T15:49
04/05/88

SECOND: The name of the corporation (which is hereafter referred to as the Corporation) is

MICON EQUIPMENT SALES & SERVICE, INC.

THIRD: The purposes for which the corporation is formed are as follows:

(a) To carry on a business of dealing in construction, mining and other equipment, including sale, rental, leasing, service and maintenance of machinery and equipment of various types and kinds; and generally to do and perform all other acts and things necessary, proper or convenient for or incidental to the furtherance of carrying out of the purposes hereinabove described.

(b) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation; and to do all things permitted in the General Corporation Law of the State of Maryland, including, but not limited to, anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated

NOV 24 P 8:21

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
11/24/87 at 8:21 A.m.

73298007

5910 2681

Code of Maryland, as such laws are now in effect, or may, at any time hereafter be amended, and to do any and all things hereinabove set forth or authorized to the same extent and as fully as natural persons might or could do either alone or in connection with other persons, firms, associations or corporations.

FOURTH: The post office address of the principal office of the Corporation in this State is Rt. #1, Box 1G, Ore Bank Road, LaVale, Maryland, 21502. The name and post office address of the resident agent of the Corporation in this State is Twila Anne Louk, Rt. #1, Box 1G, Ore Bank Road, LaVale, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3), provided that (1) if there is no stock outstanding, the number of Directors may be less than three, but not less than one; and (2) if there is stock outstanding, and so long as there are less than three stockholders, the number of Directors may be less than three, but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are: Twila Anne Louk, Dale W. Louk and Robert S. Paye.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

2970285

Corporation and of the Directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preference, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(3) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporations, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(4) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

2770583

of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine, and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section") as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, howver, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

3970 3884

officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the vote cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 16th day of November, 1987, and do hereby acknowledge the same to be our respective act.

WITNESS:

Alice L. Monaghan — Robert S. Paye (SEAL)
ROBERT S. PAYE

Alice L. Monaghan — Sandra K. Twigg (SEAL)
SANDRA K. TWIGG

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

2970 1385

LIBER 033 ... 21

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 | BUSINESS CODE 03 | COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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61	N	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
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65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	II	1 Certified Copy 5/
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
		_____
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

TOTAL FEES 5.00

_____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: [redacted]

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

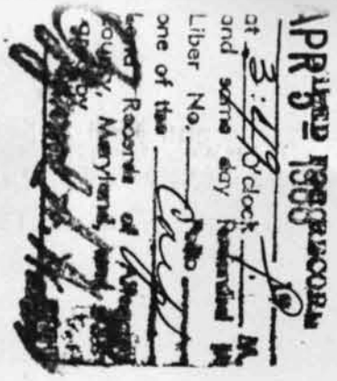
Code_____

ATTENTION: Robert S. Paye, Esq.

MAIL TO ADDRESS: Geppert, McMullen, Paye & Getty 21 Prospect Square. Cumberland, MD 21502

NOTE:

3370 0266



ARTICLES OF INCORPORATION
OF
MICCN EQUIPMENT SALES & SERVICE, INC.

LIBER 633 FOLIO 21

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 24, 1987 AT 8:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2454635

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
ATTN: ROBERT S. PAYE, ESQUIRE
21 PROSPECT SQUARE
CUMBERLAND MD 21502

103C3013287

A 247201

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

CM

Compared and ~~Mail~~ Delivered

TO W. Stevens Hidey, Esq 110 Washington St. City

Aug 5 19 87

LIBER 033 PAGE 22

AUTO ACCESSORIES CORPORATION

ARTICLES OF SALE AND TRANSFER 12-23-87 9:40a

ARTICLES OF SALE AND TRANSFER entered into this 18th day of December, 1987, by and between AUTO ACCESSORIES CORPORATION, a Maryland corporation ("Transferor"), and RANDY GOCHENAUR, MILSON R. ROBINETTE, and FAYE A. ROBINETTE ("Transferee").

THIS IS TO CERTIFY THAT:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

REC FEE 5.00
BALANCE 50.00
#309430 C002 R01 T13:40
06/07/88

SECOND: The name, post office address and principal place of business of Transferee are: Randy Gochenaur, Milson R. Robinette, and Faye A. Robinette, 238 East Pitt Street, Bedford, Pennsylvania.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Auto Accessories Corporation, a corporation organized under the laws of the State of Maryland.

735781 1000

Transferee is not incorporated.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article EIGHTH herein, is Forty Thousand Dollars ($40,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Asset Purchase Agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated December 18, 1987.

FIFTH: The principal office of Transferor is 119 Valley Street, Cumberland, Maryland. Transferor owns no real property in the State of Maryland.

SIXTH: The name and address of the resident agent of Transferee in the State of Maryland are: W. Stevens Hidey, 110 Washington Street, Cumberland, Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous

written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: In consideration of the payment to Transferor of Forty Thousand Dollars ($40,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, the Assets of Transferor, tangible and intangible, utilized in the operation of Auto Accessories Corporation, including the Inventory, Fixed Assets, Goodwill and Business Rights, as those Assets are defined in the Agreement.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed, and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, and it is accordingly understood and agreed that these Art-

icles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Auto Accessories Corporation and Randy Gochenaur, Milson R. Robinette, and Faye A. Robinette, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 18th day of December, 1987.

TRANSFEROR:

AUTO ACCESSORIES CORPORATION

ATTEST:

Secretary

By _____ (SEAL)
, President

TRANSFEREE:

WITNESS:

_____ (SEAL)
RANDY GOCHENAUR

_____ (SEAL)
MILSON R. ROBINETTE

_____ (SEAL)
FAYE A. ROBINETTE

THE UNDERSIGNED, President of Auto Accessories Corporation, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behaf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certified that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

, President

LIBER 0033 PAGE 27

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 26 BUSINESS CODE _____ COUNTY 51

D0050708 ___P.A ___Religious ___Close ___Stock ___Nonstock

~~Merging~~ (Transferor) Auto Accessories Corporation

~~Surviving~~ (Transferee) Randy Cochenaur, Milson R. Robinette, and Faye A. Robinette

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
73	_____	Cert. of Conveyance
	_____	_____
		_____
		_____
	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
___	_____	Other _____
___	_____	Other _____

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

W. Stevens Hidey
110 Washington St.
Cumberland, Md
21501-0839

NOTE:

TOTAL FEES 20

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JRS

2979 1005



ARTICLES OF SALE AND TRANSFER

BETWEEN

AUTO ACCESSORIES CORPORATION (A MD CORP.) TRANSFEROR

AND

RANDY GOCHENAUR, MILSON R. ROBINETTE, nd FAYE A. ROBINETTE
(INDIVIDUALS) TRANSFEREES

RLS

LIBER 0333 PAGE 28

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 23, 1987 AT 9:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 242025

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2979 0999

Compared and ~~Mail~~ CM Delivered
TO Bob Kazary, Esq. 127 Greene St. Cbld.
Aug 5 19 88

LIBER 033 FOL 29

12-28-87 at 2:20p .m., IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1987.

*** ***** ***

ARTICLES OF INCORPORATION

OF

PACKIE'S PAVING, INC.

*** *****

REC FEE *** 5.50
M----- 0 #
BALANCE 44.00
#302400 0002 R01 T15439
08/07/88

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, ROBERT A. DAVIS, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

PACKIE'S PAVING, INC.

THIRD: The purpose for which the said Corporation is formed are as follows:

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

73628490

2981 1154

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 413, Westernport, Maryland 21562. The Resident Agent of the Corporation is Robert A. Davis, whose post office address is Route 1 Box 413, Westernport, Maryland 21562. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

which is common stock without par value.

SIXTH: The Corporation shall have three (3) directors, namely, Robert A. Davis, Gary Morris and Elmer Morris, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
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21502

Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

G. The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 30 day of NOVEMBER, 1987.

WITNESS:

_____ Robert A. Davis (SEAL)
ROBERT A. DAVIS

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 30 day of NOVEMBER, 1987, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT A. DAVIS and acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal the day and year last above written.

_____
NOTARY PUBLIC

My Commission Expires: July 1, 1990

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

LIBER 033 FOLIO 40

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	32	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TOTAL FEES	52	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code_____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robert Kazary
127 Greene St
Cumberland, Md
21502

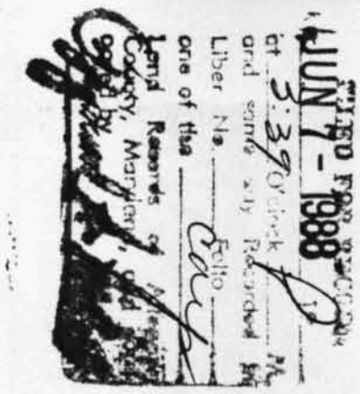
NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

2981 1165



ARTICLES OF INCORPORATION
OF
PACKIE'S PAVING, INC.

LIBER 0333 PAGE 41

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 28, 1987 AT 2:20 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 32.00	$

D2474435

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT KAZARY
127 GREENE ST.
CUMBERLAND MD 21502

126C3010031

A 250048

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2981 1153

AT5-060

Compared and ~~Mail~~ Delivered
TO Arnand M. Ranone Jr. 25 Greene St. City
Aug 5 1988

LIBER 0133 PAGE 42

ARTICLES OF INCORPORATION

MEL'S CASH REGISTERS, INC.

FIRST: We **DENNIS A. MICHAEL**, whose Post Office address is Rt. 2, Box 126 (DeHaven Road) Cumberland, Maryland 21502 and **RICHARD J. COLLINS** whose Post Office address is Rt. 2, Box 132 (C) Hagerstown, Maryland 21740, both being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is

REC FEE 5.50
BALANCE 55.00
B309420 CHG FOL 735180
08/07/88

MEL'S CASH REGISTERS, INC.

THIRD: The purpose for which the Corporation is formed are:

(1) To carry on and conduct a business engaged in the sale of cash registers, computers, adding machines and all other related business machines and products and accessories; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-1093 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 55½ Henderson Avenue, Cumberland, Allegany County, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are **DENNIS A. MICHAEL**, 55½ Henderson Avenue, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

2979 2731

73828220

APPROVED FOR RECORD
12/28/82 at 9:08 a.m.
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: **DENNIS A. MICHAEL, RICHARD J. COLLINS, and ARMAND M. PANNONE, JR.**

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares the preferences, rights, voting powers, restrictions and qualifi-

cations of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscibe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 22 day of December, 1987, and acknowledge the same to be our act.

WITNESS:

C E Campbell

Dennis A. Michael
DENNIS A. MICHAEL

Richard J. Collins
RICHARD J. COLLINS

2979 2733

LIBER 0333 PAGE 45

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 07 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____

[redacted]

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	40	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 40
56		Foreign Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
		_____
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corporation Registration
—		Other _____
		_____
—		Other _____
		_____

TOTAL FEES 50.00

1 Check _____ Cash

[redacted] ___ Documents on ___ checks

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

Code _____

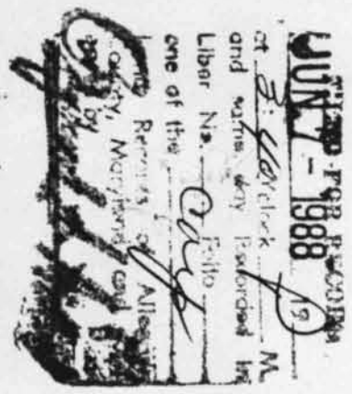
ATTENTION: arnard M. Pannone, Jr., Esq.

MAIL TO ADDRESS: 25 Greene Street Cumberland, MD 21502

NOTE:

APPROVED BY: DTI

2979 2734



ARTICLES OF INCORPORATION
OF
MEL'S CASH REGISTERS, INC.

LIBER 033 PAGE 46

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 28, 1987 AT 9:02 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2473486

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: ARNAND M. PANNONE, JR.,
ESQUIRE
75 GREENE STREET
CUMBERLAND MD 21502

125C3012581

A 249935

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2979 2730

K-289
34/028

CM
Compared and Mail ~~Delivered~~
TO Lee Klavans
315 N. Charles St., Suite 200
Baltimore, MD
Aug 5 1988

LIBER 0333 FOLIO 47

ARTICLES OF INCORPORATION

OF

V.I.P. LIMOUSINE SERVICE, LTD.

A CLOSE CORPORATION

REC FEE 5.50
M-----
BALANCE 40.50
#307410 CODE R01 T15:40
06/27/88

A Close Corporation pursuant to Title 4 of the Annotated Code of Maryland, Corporations and Associations Article.

FIRST: That I, the subscriber, Glen M. Lee, 129 Winslow Street, Cumberland, Maryland 21502, being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby execute and file these Articles with the intention of forming a corporation.

SECOND: That the name of the corporation, hereinafter called the Corporation, is: V.I.P. LIMOUSINE SERVICE, LTD.

THIRD: The Corporation elects to be a close corporation as authorized by Title 4, Section 4-201 of the Annotated Code of Maryland, Corporations and Associations Article.

FOURTH: The purpose for which the company is formed and the business or objects to be carried on by it are as follows:

a. To operate and maintain a complete limousine service for the purpose of transporting passengers and baggage; to offer limousine services for hire to the general public both for individual trips or under a contractual relationship; and to do all things necessary or incidental to the operation, maintenance or best interests of a limousine service.

b. To acquire by purchase, exchange or otherwise, all or part of, or any interest in, the properties, assets, business and

LEE KLAVANS
ATTORNEY AT LAW
[redacted]UITE 200
[redacted]TH CHARLES ST.
BA[redacted]RE, MARYLAND
21201-4385

7363813

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
12-29-87 at 9:41 .m.

2979 2830

goodwill of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, to own property or other securities; to hold, operate, reorganize, liquidate, sell, lease or assign, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

c. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control directly or through ownership of stock in any corporation, any and all kinds of building houses, stores, offices, shops, warehouses, factories, mills, machinery and plants, and any and all other structures and erections which may in the judgment of the Board of Directors, at any time be necessary, useful or advantageous, for the purpose of the Corporation, and which can lawfully be done under the laws of the State of Maryland.

d. And generally to carry on any other business in connection therewith not contrary to the laws of the State of Maryland, and with all the powers conferred upon corporations by the laws of the State of Maryland.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 129 Winslow Street, Cumberland, Maryland 21502: the Resident Agent of the Corporation is Glen M. Lee, whose post office address is 129 Winslow Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

LEE KLAVANS
ATTORNEY AT LAW
SUITE 200
[illegible] NORTH CHARLES ST.
[illegible]ALTIMORE, MARYLAND
21201-4385

SIXTH: The Corporation is a Close Corporation which elects to have no Board of Directors; however, Glen M. Lee shall act as such until the first meeting of the Board of Directors.

SEVENTH: The total number of shares of stock which Corporation has authority to issue is One Thousand (1,000) shares of common stock of no par value.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 22nd day of December, 1987 and acknowledged the same to be my act.

V.I.P. LIMOUSINE SERVICE, LTD.

By: Glen M. Lee
Glen M. Lee

STATE OF MARYLAND
to wit:
COUNTY OF ALLEGANY

I HEREBY CERTIFY, That on this 22nd day of December, 1987, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Glen M. Lee, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS My hand and Notarial Seal.

Mary Lynn O'Brien
Notary Public
My Commission expires 07/01/90.

L[redacted] KLAVANS
A[redacted]NEY AT LAW
SUITE 200
15 NORTH CHARLES ST.
BALTIMORE, MARYLAND
21201-4385

STATE OF MARYLAND LIBER 033 FACE 50

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ✓Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
73		Cert. of Conveyance
		_____
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Lee Klavans
Suite 200
315 N. Charles St.
Balto, Md. 21201-4385

NOTE:

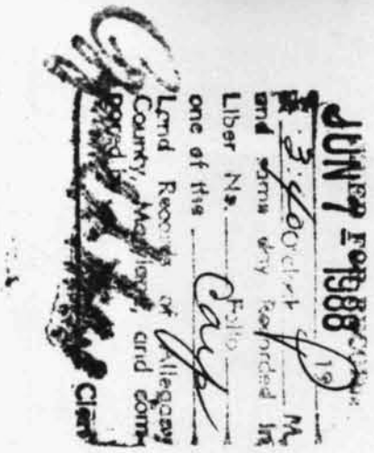
TOTAL FEES 49

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.m.T.

2979 2833



ARTICLES OF INCORPORATION
OF
V.I.P. LIMOUSINE SERVICE, LTD.

25

LIBER 033 PAGE 51

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 29, 1987 AT 9:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2473619

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LEE KLAVANS
315 N. CHARLES ST., SUITE 200
BALTIMORE MD 21201 4385

125C3012594

A 249948

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2979 2829

AT5-060

Compared and ~~Mail~~ Delivered
Stephen W. Wilkinson, Esq
TO 100 S. Liberty St. City
Aug 5 19 88

LIBER 033 PAGE 52

ARTICLES OF INCORPORATION

OF

CMT GROUP, INC.
(A CLOSE CORPORATION)

THIS IS TO CERTIFY:

FIRST: That the subscriber, Stephen C. Wilkinson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a close corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

CMT GROUP, INC.

A close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

THIRD: The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To provide managerial and administrative services to various retail and wholesale operations and businesses.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise or component parts thereof, and other personal property or equipment of every kind.

73648019

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell and exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarkes, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to

insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies in the United States of America and in foreign countries.

FOURTH: The post office address of the place at which the principal office of the corporation in this state will be located is Route 3, Winchester Road, Cumberland, Maryland, 21502. The resident agent of the Corporation is Stephen C. Wilkinson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors who shall be Lawrence Campbell, G. Edward McLellan and James E. Thomas provided, however, that from and after the Organizational Meeting of the Directors and the issuance of stock at such meeting, that the Corporation shall elect to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporations and Associations Volume of the Annotated Code of Maryland.

SIXTH: The total amount of the authorized capital stock of the corporation is one hundred shares without par value.

SEVENTH: The Corporation's duration shall be perpetual.

EIGHTH: This Corporation shall be a close corporation organized pursuant to the provisions of Article 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of December, 1987.

WITNESS:

Debra D. Black

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 22nd day of December, 1987, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson, who acknowledged the aforegoing instrument to be his act and deed.

WITNESS my hand and Notarial Seal.

DEBRA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD

Notary Public

My Commission Expires: 7/1/90

LIBER 1133 PAGE 58

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 (2) BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	22	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Stephen C. Wilkinson, Esq.

MAIL TO ADDRESS: Wilson + Wilkinson, P.A. 100 South Liberty St., P.O. Box 130 Cumberland, MD 21502

NOTE:

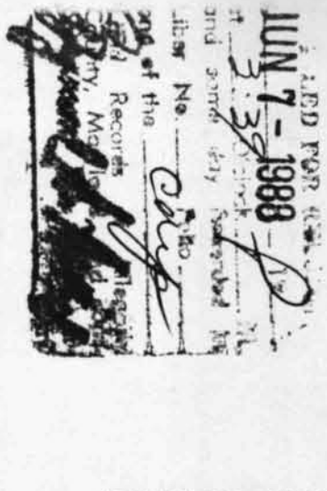
TOTAL FEES 42.00

___/___Check _____Cash

_____ Documents on _____ checks

APPROVED BY: [illegible]

2981 1315



ARTICLES OF INCORPORATION
OF
CMT GROUP, INC.

LIBER 0333 PAGE 59

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 30, 1987 AT 8:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 22.00	$

D2474666

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: STEPHEN C. WILKINSON, ESQUIRE
100 SOUTH LIBERTY STREET
P. O. BOX 1379
CUMBERLAND MD 21502

126C3010054

A 250066

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2981 1308

AT5-060

CM

Compared and ~~Mail~~ Delivered

TO Geppert, McMullen, Paye & Getty, P.A.
21 Prospect St. Cum'd

Aug 5 19 88

LIBER 0333 PAGE 60

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED AND RECEIVED FOR RECORD
1-4-88 at 10:07 A.M.

GEPPERT, McMULLEN, PAYE & GETTY, P.A.

ARTICLES OF INCORPORATION

FIRST: I, HUGH A. McMULLEN, whose post office is 21 Prospect Square, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is GEPPERT, McMULLEN, PAYE & GETTY, P.A.

REC FEE 5.50 CA
0 #
BALANCE 27.50
ASC370 (002) R01 TX5:38
04/07/88

THIRD: The purposes for which the Corporation is formed are:

(A) To engage in the practice of law and to engage in any other lawful purpose and business.

(B) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and as limited by the Professional Service Corporation Subtitle of the Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 21 Prospect Square, Cumberland, Maryland. 21502. The name and post office address of the Resident Agent of the Corporation in this State is Hugh A. McMullen, 21 Prospect Square, Cumberland, Maryland. 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-laws of the Corporation,

2984 2525

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

but shall never be less than three (3). The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are: Hugh A. McMullen, Robert S. Paye and Gregory H. Getty.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, of any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation, and the Directors and Stockholders:

(A) The Board of Directors of the Corpration is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

(B) The Board of Directors of the Corporation may classify or re-classify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of such stock.

(C) The Corporation reserves the right to amend its charter, so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

2964 2026

rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter in force.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of December, 1987, and I acknowledge the same to be my act.

WITNESS:

Sandra K. Twigg

Hugh A. McMullen (SEAL)

HUGH A. McMULLEN

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

LIBER 0133 PAGE 63

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 51

_____ ✓P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
3		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Geppert, McMullen, Paye & Getty
21 Prospect Square
Cumberland, MD 21502

NOTE:

TOTAL FEES 49

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T

2984 2528



ARTICLES OF INCORPORATION
OF
GEPPERT, MCMULLEN, PAYE & GETTY, P.A.

25

LIBER 0333 PAGE 64

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 4, 1988 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2479749

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE & GETTY
21 PROSPERT SQUARE
CUMBERLAND MD 21502

132C3010760

A 250933

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2984 2524

ATF-060

Compared and Mailed Delivered
TO 234 Baltimore Ave, Cld
Aug 5 19 88

LIBER 033 PAGE 65

ARTICLES OF INCORPORATION
OF
RUBY, INC.

1-11-88 10:12 a.m.

WE, the undersigned residents of the State of Maryland, and each being twenty-one of age or more, do hereby associate ourselves together for the purpose of forming a corporation under the general laws of the State of Maryland.

FIRST

The name of the Corporation shall be:

RUBY, INC.

REC FEE $15.00
BALANCE 22.00
4309360 C002 R01 T15:39
06/21/20

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes for which the Corporation is formed, and the business or objects to be carried on and promoted by it are as follows:

1. To acquire, by purchase, lease, or otherwise, equip, maintain, and operate a general machine shop and foundry and do repairing, welding, brazing, soldering, polishing, moulding, casting, pattern making, blacksmithing, lacquering, enameling, metal stamping and cutting, and electrical work.

80118279

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

2. To maintain a service and repair department for heavy machinery, equipment and other mechanical equipment; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

3. To engage in the purchasing, selling, distributing, or leasing, as principal or agent, of all kinds of heavy machinery, equipment, and other mechanical equipment and devices, as well as accessories and attachments therefor.

4. To engage in, conduct, and carry on, as principals, agents, or in any capacity whatever, the business of dismantlers, including dismantling, removing, wrecking, or otherwise engaging in any demolition or related work on any and all kinds of heavy equipment.

5. To buy, acquire, sell, retain, deal in, or otherwise dispose of, absolutely or contingently, petroleum and gas properties and interests and any right, title or interest therein; and to do all other acts and things required to be done in connection therewith.

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

6. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or

otherwise, use enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the aforegoing) deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper an other obligations and evidences of interest in or indebtedness of any person, firm obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government of subdivision or agency thereof, documents of title and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved) and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the aforegoing and to exercise in respect thereof all of the

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

rights, powers, privileges and immunities of individual owners or holders thereof.

7. To hire and employ agents, servants and employees and to enter into agreements of employment and collective bargaining agreements, and to act as agency, contractor, trustee factor or otherwise, either alone or in company with others.

8. To promote or aid in any manner, financially or otherwise any person, firm association or corporation, and to guarantee contracts and other obligations.

9. To have and to exercise all powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

10. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

11. The aforegoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporaton, and the powers and purposes stated in each clause shall, except where otherwise

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

stated, be in noway limited or restructed by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH

The Post Office Address of the principal office of the corporation in this state is:

Rt. 1, Box 189
Frostburg, Maryland 21532

The Resident Agent of the corporation is:

MARSHALL I. RUBY
Rt. 1, Box 189
Frostburg, Maryland 21532

Said Agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH

The total number of shares which the Corporation has authority to issue is One Thousand (1000), shares, without par value, all of one class.

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

SIXTH

The number of directors of the Corporation shall be Three (3)

which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than (3) at any time, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

MARSHALL I. RUBY
Rt. 1, Box 189
Frostburg, Maryland 21532

KELLY S. CONNOR
Rt. 1, Box 189
Frostburg, Maryland 21532

DIANA L. WILSON
Rt. 3, Box 420
Frostburg, Maryland 21532

SEVENTH

The Board of Directors shall have authority to make, adopt, and amend such by-laws as they deem best, providing they are not inconsistent with these Articles of Incorporation, as may be necessary or desired in the conduct of the business corporation. The Board shall also elect a President, Vice-President, Secretary and Treasurer for the Corporation, who shall be chosen and hold office subject to the provisos of the By-Laws adopted by the said Board of Directors. The Board shall have the power to delegate authority for the general management of the business and purposes of this corporation, as they may deem practical, expedient and necessary in the conduct of the corporation business and the advancement of its objectives.

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

EIGHTH

These Articles of Incorporation may be amended in any particular by a two-thirds (2/3) vote of the entire Board of Directors, provided that at least ten (10) days notice has been given personally or sent by registered mail to all members of the Board of Directors of any proposed amendment, and the place, date and time of the meeting of the Board of Directors when said proposed amendment will be presented for adoption.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 5th day of January, 1988.

WITNESS

WITNESS

WITNESS

Marshall I. Ruby SEAL
MARSHALL I. RUBY

Kelly S. Connor SEAL
KELLY S. CONNOR

Diana L. Wilson SEAL
DIANA L. WILSON

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

LIBER 033 PAGE 72

AFFIDAVIT

STATE OF MARYLAND

COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 5th day of Jan., 1988, before me personally appeared MARSHALL I. RUBY, KELLY S. CONNOR and DIANA L. WILSON, and they did acknowlege that the aforegoing Articles of Incorporation are their act and deed.

Toni L. Phillips
NOTARY PUBLIC

My Commission Expires: 7/1/90

TONI L. PHILLIPS NOTARY PUBLIC

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

2985 0562

LIBER 0333 PAGE 73

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 82 C BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious _✓_Close _✓_Stock ___Nonstock

Merging (Transferor) _____

_____

_____

_____

Surviving (Transferee) _____

_____

_____

_____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
___	_____	Other _____
___	_____	Other _____

Name Change
(New Name) _____

_____

_____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

____ Resignation of Resident Agent

Code_____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____

Lee Barnett
234 Balt. Ave
Cumberland, Md
21502

NOTE:

TOTAL FEES 46

_____✓Check _____Cash

_____ Documents on _____ checks

APPROVED BY: JR

2985 0563



ARTICLES OF INCORPORATION
OF
RUBY, INC.

225

LIBER 033 PAGE 74

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 11, 1988 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2482057

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
LEE BARNETT
234 BALTIMORE AVE.
CUMBERLAND MD 21502

135C3010991

A 251628

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2985 0554

AT5-060

CM

Compared and Mail Delivered
TO Robert Kazary, esq.
127 Greene St. City
AUG 5 1988

LIBER 0333 FACE 75

ARTICLES OF AMENDMENT

RONALD DORMAN, C.P.A., P.A.

1-11-88 5:43

RONALD DORMAN, C.P.A., P.A., a Maryland corporation, having its principal office at McMullen Highway and Burkey Drive, Cumberland, Allegany County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to provide for a Statement of Election to have a closed corporation and from and after the date of the acceptance of these Articles of Amendment by the Department an additional provision shall be made a part of the said Articles as set forth in the Charter and shall provide:

> "That the Corporation shall be a closed corporation as authorized by Title 4 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporation and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

1988 JAN 11 A 8:42

REC FEE 5.00
BALANCE 11.00
#309340 0002 R01 T13:38
06/07/88

88118038

2966 CP:3

stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, RONALD DORMAN, C.P.A., P.A., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this the 4th day of January, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Ronald Dorman, C.P.A., P.A., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and in all material respects to the best of his knowledge, information and belief.

ATTEST:

Janet L Dorman
JANET L. DORMAN, Secretary

RONALD DORMAN, C.P.A., P.A.

BY: Ronald Dorman (SEAL)
RONALD DORMAN, President

RONALD DORMAN, C.P.A., P.A. INCORPORATED 1983 MARYLAND

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

2986 0714

LIBER 0333 PAGE 77

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 09 U BUSINESS CODE 06 COUNTY 51

D 1542133 ✓P.A ___Religious ✓Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TOTAL FEES	20	

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Robert Kazary
127 Greene St
Cumberland, Md
21502

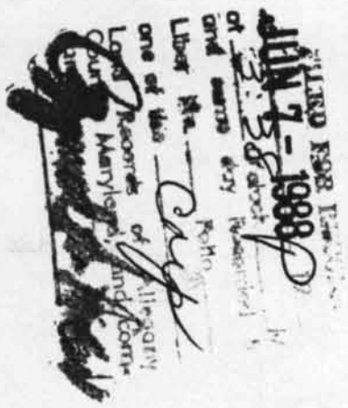
NOTE: All county cash #.

✓ _____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: RD

2986 0715



ARTICLES OF AMENDMENT
OF
RONALD DORMAN, C.P.A., P.A.

LIBER 0333 FOLIO 78

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 11, 1988 AT 8:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1542133

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT KAZARY
127 GREENE STREET
CUMBERLAND MD 21502

136C3011285

A 251323



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 0986 0712

CM
Compared and Mail ~~Delivered~~
TO. George Levasseur Jr. 405 E. Joppa Rd. #100 Towson MD
Aug 4 1988

LIBER 033 FAGE 79

ARTICLES OF INCORPORATION

OF

TAYLOR DELIVERY SERVICE, INC.

A CLOSED CORPORATION 1-11-88 10:27 a.m.

THIS IS TO CERTIFY that the undersigned, Edward W. Taylor, Sr., whose post office address is 534 A Street, Lavale, Maryland 21502, being of full legal age, does hereby form a Corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

REC FEE 5.00
M-----
BALANCE
#309350 C002 P01 T15:1

FIRST: The name of the proposed corporation is:

TAYLOR DELIVERY SERVICE, INC.

SECOND: The purpose or purposes for which it is to be formed and the business or objects to be carried on and promoted by it are as follows:

1. To engage in the business of providing any and all forms of delivery services for business, businesses, private individuals and any entity as is appropriate to the operation or performance of a delivery service, and to engage in any and all activities related in any manner whatsoever, directly or indirectly, to the providing of delivery service.

2. To acquire by purchase, lease or otherwise or to erect and/or improve and develop real property and all activities related thereto, and to buy, sell, mortgage, exchange, lease, let, hold for investment, or otherwise use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

3. To acquire, by purchase, lease, manufacture or otherwise, any personal property if deemed necessary or useful in the business herein, including equipment, furnishings,improvements, development, or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

4. To do anything permitted by Section 2-103 of the Corporations and Association Article of the Annotated Code of Maryland, not in limitation of the general powers therein conferred and for the purposes hereinabove stated, it is hereby expressly provided that the Corporation shall have the power to do any and all things, to the same extent and as fully as a natural person might or could do, as principal agent, contractor or otherwise, and along or jointly with any other corporation, association, firm or person, and to do all and everything necessary and incidental for the accomplishment of the purposes or for the protection or benefit of the Corporation.

80118302

THIRD: The principal office of the said Corporation in the State of Maryland will be located at 534 A Street, LaVale, Maryland 21502, and Edward W. Taylor, Sr., a citizen of the State of Maryland and actually residing therein, and whose post office address is 534 A Street LaVale, Maryland 21502, shall act as Resident Agent of the Corporation.

FOURTH: The total amount of the capital stock of the Corporation is One Thousand (1,000) shares, without par value, all of one class.

FIFTH: The Corporation elects to have no Board of Directors pursuant to Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. Until the election to have no Board of Directors becomes effective, which shall not be later than the organizational meeting of the Directors and Stockholders, and the issuance of One (1) share of stock, the Corporation, in accordance with Section 4-302 of the Maryland Code as aforesaid, there shall be One (1) Director, whose name is Edward W. Taylor, Sr.

SIXTH: The Corporation shall be a closed corporation, as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

SEVENTH: (1) As used in this Article Seventh, any word or words that are defined in Section 2-418 "Indemnification" of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, shall have the same meaning herein.

(2) The Corporation shall indemnify present or former directors or officers of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section of the Code, Section 2-418, as identified above.

(3) With respect to any Corporate representative other than a present or former Director or Officer, the Corporation may indemnify such Corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a Corporate representative other than a present or former Director or Officer successfully defends on the merits or otherwise any proceeding referred to in Subsections (b) or (c) of the Indemnification Section of the Code, Corporations and Associations, any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such Corporate representative other than a present or former Director or Officer under the Indemnification Section of the Code, unless and until it shall have been determined in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors (or stockholders,

as appropriate) who are not parties to the proceeding; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by stockholders who are not parties to the proceeding, that indemnification of such Corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of January, 1985, and I acknowledge the same to be my act.

WITNESS:

Kimberly A. Reed

Edward W. Taylor, Sr.

BYRON WESTON CO LINEN RECORD 1986

1985 DEC 19

STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 7th day of January, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Edward W. Taylor, Sr., and acknowledged the foregoing Articles of Incorporation, and his signature thereon, to be his act and deed.

WITNESS my hand and Notarial Seal, the day and year first above written.

NOTARY PUBLIC ALLEGANY CO. MD

Kimberly S. Lowry (Seal)
Notary Public

My Commission Expires:

July 1990

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 / 0 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
75	_____	Special Fee
[redacted]0	_____	For. Limited Partnership
[redacted]3	_____	Cert. Limited Partnership
[redacted]4	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ _____ late filing penalties
___	_____	Other _____
___	_____	Other _____

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code_____

ATTENTION: _____

MAIL TO ADDRESS: George Tavasieff Jr
405 E. Joppa Rd #107
Towson, Md 21204

NOTE:

TOTAL FEES 40

✓ Check _____ Cash

[redacted] Documents on _____ checks

APPROVED BY: [illegible]

BYRON WESTON CO
WILMINGTON, DELAWARE
1986

2985 0816



ARTICLES OF INCORPORATION
OF
TAYLOR DELIVERY SERVICE, INC.

LIBER 033 PAGE 84

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 11, 1988 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2482347

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEORGE LEVASSEUR, JR.
405 E. JOPPA RD., #100
TOWSON MD 21204

135C3011020

A 251654

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2985 0811

CM

Compared and Mail ~~Delivered~~

TO. Debelius ET AL 302 E. Diamond Ave. Gaithersburg, MD

Aug. 5 19 87

LIBER 0333 PAGE 85

AMERICAN CAPITAL CONSTRUCTION, INC.

ARTICLES OF INCORPORATION

FIRST: I, Jeffrey Scott Silbert, whose post office address is 1613 Crownsville Road, Crownsville, Maryland 21032, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is AMERICAN CAPITAL CONSTRUCTION, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of building, erecting and improving structures and improving real property.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1613 Crownsville Road, Crownsville, Maryland 21032. The name and post office address of the Resident Agent of the Corporation in this State are Gerald Silbert, 9924 Silverbrook Court, Rockville, Maryland 20850. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the

LAW OFFICES OF
Debelius, Clifford
& Debelius,
Chartered
302 E. DIAMOND AVE.
GAITHERSBURG, MD. 20877
(301) 840-2232

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

Jan 7, 88 at 9:10 a.m.

8007[illegible]222

Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gerald Silbert, Craig Silbert and Jeffrey Silbert.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion of other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the

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Debelius, Clifford
& Debelius,
Chartered
302 E. DIAMOND AVE.
ITHERSBURG, MD. 20877
(301) 840-2232

Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers and conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of December, 1987, and I acknowledge the same to be my act.

Jeffrey S. Silbert

JEFFREY S. SILBERT

LAW OFFICES OF
Debelius, Clifford
& Debelius,
Chartered
302 E. DIAMOND AVE.
ITHERSBURG, MD. 20877

(301) 840-2232

BYRON WESTON CO
LINEN-RECORD
1986

2984 2379

LIBER 033 FOLIO 88

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close X Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	9	1 Certified Copy 3 00
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: John H. Hebeler, III

MAIL TO ADDRESS: Debelius et al, 302 E Diamond Ave. Gaithersburg

NOTE:

TOTAL FEES 49

X Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: amk

2984 2380



ARTICLES OF INCORPORATION
OF
AMERICAN CAPITAL CONSTRUCTION, INC.

LIBER 033 PAGE 89

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 7, 1988 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2479525

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DEBELIUS & ETAL.
ATTN: JOHN W. DEBELIUS, III
302 E. DIAMOND AVE.
GAITHERSBURG MD 20877

132C3010738

A 250914

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2984 2376

AT5-060

CM
Compared and Mail ~~Delivered~~
TO W. Dwight Stover, 3 Second St. Oakland, MD
Aug 5 1988

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
8/18/88 at 9:29 .m.

WM DATA CENTER, INC.

ARTICLES OF INCORPORATION

FIRST: I, W. DWIGHT STOVER, whose post office address is 3 South Second Street, Oakland, Maryland 21550, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is WM DATA CENTER, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of processing bank checks and other similar items; to operate, manage and supervise data centers; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 81 Baltimore Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Anne L. Gormer, 81 Baltimore Street, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: (1) The total number of shares of capital stock which the Corporation has authority to issue is ONE THOUSAND (1,000) shares, of the par value of ONE HUNDRED DOLLARS ($100.00) per share amounting in an aggregate par value of ONE HUNDRED THOUSAND DOLLARS ($100,000.00).

88 JAN 18 AM 8:31

80138103

(2) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the Common Stock of the Corporation.

(a) Each share of Common Stock shall have one vote, and, except as otherwise provided in respect of any class of stock hereafter classified or reclassified, the exclusive voting power for all purposes shall be vested in the holders of the Common Stock.

(b) Subject to the provisions of law and any preferences of any class of stock hereafter classified or reclassified, dividends may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(c) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of any class of a stock hereafter classified or reclassified having a preference on distribution in the liquidation, dissolution or winding up of the Corporation shall be entitled, together with the holders of any other class of stock hereafter classified or reclassified not having a preference on distributions in the liquidation, dissolution, or winding up of the Corporation, to share ratably in the remaining net assets of the Corporation.

SIXTH: The number of directors of the Corporation shall be Four (4), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than Three (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Milford E. Beckman
Carl O. Belt, Jr.
John A. Hercher
Thomas D. Jones

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limitng and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a

consolidation, merger, share exchange or sale, lease, exchange or transfer of all or substantially all of the assets of the Corporation.

(4) The Board of Directors shall have power, if authorized by the By-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-laws of the Corporation and permitted by the Corporations and Associations Article of the Annotated Code of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) If the By-laws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Corporation and Associations Article of the Annotated Code of the State of Maryland, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it.

(6) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Corporation and Associations Article of the Annotated Code of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes of other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to

redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of prinicpal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

(7) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(8) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advise of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

(i) the amendment of the Charter of the Corporation;

(ii) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(iii) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(iv) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(v) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and

(vi) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12 day of January, 1988, and I acknowledge the same to be my act.

W Dwight Stover

W. DWIGHT STOVER

LIBER 033 FOLIO 96

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	22	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____

W. & Dwight Stover
3 S. Second St.
Oakland Md
21550

NOTE:

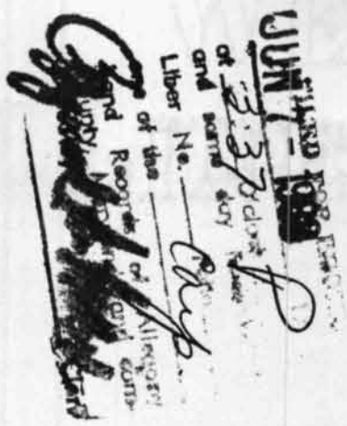
TOTAL FEES 42 ✓

_____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: PCM

2986 0954



ARTICLES OF INCORPORATION
OF
WM DATA CENTER, INC.

LIBER 0333 PAGE 97

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 18, 1988 AT 9:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 22.00	$

D2484566

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
W. DWIGHT STOVER
3 S. SECOND ST.
OAKLAND MD 21550

138C3011382

A 251415

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2986 0947

AT5-060

CM
Compared and ~~Mail~~ Delivered
TO Hugh McMullen, Esq.
21 Prospect Sq., City
Aug 9 19 88

LIBER 033 PAGE 98

ARTICLES OF VOLUNTARY DISSOLUTION

GIORNESTO-SAVILLE, INC., A Maryland Corporation, having its principal office of business on National Highway, LaVale, Maryland, 21502, hereby certifies to the State Department of Assessment and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is: National Highway, LaVale, Maryland 21502.

THIRD: The name and address of the Resident Agent of the Corporation who shall serve for one year after dissolution and until the affairs are completed is, Buford L. Saville, 700 Washington Street, Cumberland, Maryland 21502.

FOURTH: The name and address of each Director of the Corporation are as follows:

Buford L. Saville, 700 Washington Street, Cumberland, Maryland 21502;

Charles Giornesto, Christie Road, Cumberland, Maryland 21502;

Hugh A. McMullen, 21 Prospect Square, Cumberland, Maryland 21502.

FIFTH: The name, title and address of each officer of the Corporation is as follows:

Buford L. Saville, President, 700 Washington Street, Cumberland, Maryland 21502;

Charles Giornesto, Vice President, Christie Road, Cumberland, Maryland 21502;

Hugh A. McMullen, Secretary-Treasurer, 21 Prospect Square, Cumberland, Maryland 21502.

1988 FEB 18 AM 8:31

1988 JAN -7 A 8:28

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2997 1418

2/18/88 8:31

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

SIXTH: The Voluntary Dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the Voluntary Dissolution of the Corporation was, by unanimous written and formal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed Voluntary Dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the Voluntary Dissolution of the Corporation was, by unanimous written and formal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by affirmative vote of all of the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407 (c) (2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the Issuer of each of said Certificates by the Corporation including taxes for the current year, have been paid or provided for in a manner satisfactory to the Issuer of each of said Certificates.

IN WITNESS WHEREOF, Giornesto-Saville, Inc. has caused these presents to be signed in its name, on its behalf, by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 29th day of December, 1987, and its President acknowledges that these Articles of Voluntary Dissolution are the Act and Deed of the Giornesto-Saville,

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

Inc., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST: GIORNESTO-SAVILLE, INC.

Secretary BY President

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

On this 29th day of December, 1987, before me, the undersigned officer, personally appeared BUFORD L. SAVILLE, who acknowledged himself to be the President of Giornesto-Saville, Inc., a Corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Corporation by himself as President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

My Commission Expires:

1990

NOTARY PUBLIC ALLEGANY COUNTY, MD.

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ CPA
DIRECTOR

LIBER 033 PAGE 101

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

GIORNESTO-SAVILLE, INC.

have been paid.

WITNESS my hand and official seal this

10TH day of FEBRUARY A.D. 1988.

Patricia A. McNeal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

2997 1421

PS-409

LIBER 033 PAGE 102

PHONE 301-777-5965

ALLEGANY COUNTY TAX OFFICE
COURT HOUSE - 30 WASHINGTON STREET
CUMBERLAND, MARYLAND 21502

December 29, 1987

RHEBA L. SNYDER
Business Manager

RICHARD J. DUNN
Supervisory Account Clerk

TO WHOM IT MAY CONCERN:

This is to certify that the Corporate Personal Propery Taxes in the name of Giornesto & Saville, Inc., trading as G & S Motors are paid in full as of June 30, 1984.

We trust this is the information you desire.

Very truly yours,

J. L. Chevalier

J. L. Chevalier, Clerk

01-003046 D

2997 1422

LIBER 0333 PAGE 103

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 19D BUSINESS CODE 03 COUNTY 51

D10037789 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
[redacted]3		Foreign Resolution
[redacted]3		Certificate of Conveyance
		_____
		_____
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
[redacted]		Other _____
[redacted]		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

X Change of Resident Agent

X Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Hugh A. McMullen, Esq.

MAIL TO ADDRESS: Geppert, McMullen, Paye + Getty
21 Prospect Sq.
Cumberland, MD 21502

NOTE:

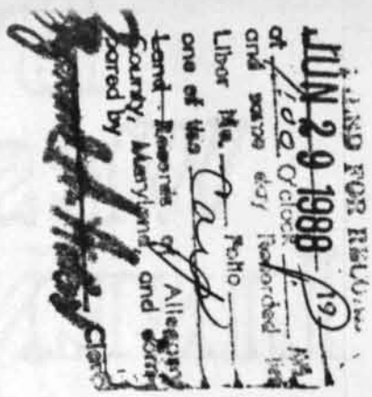
TOTAL FEES $50.00

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: Jhm

2997 1423



THE ARTICLES OF DISSOLUTION
OF
GIORNESTO-SAVILLE, INC.

LIBER 033 PAGE 104

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 18, 1988 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

S1-S

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D1003789

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HUGH A. MCMULLEN, ESQ.
GEPPERT, MCMULLEN, PAYE & GETTY
21 PROSPECT SQUARE
CUMBERLAND MD 21502

161C3012257

A 254437

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2997 1417

LIBER 033 PAGE 105

Compared and ~~Mail~~ Delivered CM
TO Steve Wilkinson Cumberland, Md.
Aug 9 19 88

ARTICLES OF INCORPORATION

OF

ACT PERSONNEL SERVICE, INC.

A CLOSE CORPORATION

CM

THIS IS TO CERTIFY:

FIRST: That the subscriber, Stephen C. Wilkinson, whose address is 100 South Liberty Street, Cumberland, Maryland, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

ACT PERSONNEL SERVICE, INC.

88 FEB -1 A 8

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To advertise, screen, test, interview and place temporary and permanent employees in temporary or permanent positions at all levels.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

2-1-88 at 10:11 a

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any

other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies in the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Directors of the Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such limitations and restrictions,

if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation,a nd as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are pecuniarily or otherwise interested in, or are Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders or officers of, such corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, or a majority thereof; and any Director of this Corporation, or stockholder, who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, who shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends are paid to the

stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of the, or any such surplus, or net profits. The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors or stockholders shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Directors, and as of the effective date of the election of the Corporation to ahve no Board of Directors, the stockholders, in their discretion may determine, and at such price as the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may, as said Directors, and as of the effective date of the election of the Corporation to have no

Board of Directors, the stockholders, shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, subject to any limitations or restriction herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 505 National Highway, LaVale, MD 21502. The resident agent of the Corporation is Don R. Sensabaugh, whose post office address is 505 National Highway, LaVale, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two (2) Directors who shall be Don R. Sensabaugh and Sheri Dean provided, however, that from and after the Organizational Meeting of the Directors and the issuance of stock at such meeting, that the Corporation shall

elect to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporation and Associations Volume of the Annotated Code of Maryland.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The Corporation elects to be treated as a Close Corporation, and its duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25 day of January, 1988.

WITNESS:

Delia D. Blank

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 25th day of January, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Delia D. Blank

Notary Public

DELIA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD

My Commission Expires: 7/1/90

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	40	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
[redacted]		Special Fee
[redacted]		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: Stephen C. Wilkinson

MAIL TO ADDRESS: Wilson + Wilkinson P.A. Att at Law
100 South Liberty St.
PO Box 1379
Cumberland Md 21502

NOTE:

TOTAL [redacted]ES 46.00

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [illegible]



ARTICLES OF INCORPORATION
OF
ACT PERSONNEL SERVICE, INC.

LIBER 033 PAGE 114

51-5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 1, 1988 AT 10:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

9

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2495315

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSON, P.A.
ATTN: STEPHEN C. WILKINSON
100 SOUTH LIBERTY ST.,
P. O. BOX 1379
CUMBERLAND MD 21502

151C3010725

A 253008

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3991 1002

AT5-060

CM

Compared and Mail ~~Delivered~~

TO Richard Maslowsky Esq.

Bedford St. City

Aug 9 19 88

LIBER 1133 PAGE 115

ARTICLES OF INCORPORATION OF ALLEGANY HEALTH RIGHT, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED

2/8/88 10:35 A

FIRST: I, Carol Keehan, whose post office address is 900 Seton Dr.,Cumberland, Maryland 21502, being at least eighteen(18) years of age, hereby form a non-stock, non-profit corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called "Corporation") is:

ALLEGANY HEALTH RIGHT, INC.

THIRD: The purposes for which the Corporation is formed are:

a. To provide basic primary health care to needy residents of Allegany County, Maryland, and the surrounding areas who are unable to obtain such care through currently existing health programs.

b. To facilitate entry into existing programs for those unaware of these resources.

c. To promote maintenance of health and preventive medicine concurrently with delivery of curative services.

d. To maintain adequate records to enable review of the Corporation's performance and to identify specific goals for future planning of the program.

e. To conduct educational programs.

[redacted]

1988 FEB -8 AM 10: 35

80498097

2996 2014

f. To acquire, own, hold, sell, lease, pledge, mortgage, or otherwise dispose of any real or personal property for the operation of the Corporation.

g. To borrow money, contract debts, make contracts, to make and exercise any and all such powers as a natural person could lawfully or expediently do for the accomplishment of any of its objects or purposes, provided the same be consistent with the laws of Maryland, and the enumeration of such powers as shall be deemed inclusive.

h. To purchase, hire, or otherwise acquire, own and pay for insurance of any and all types hereinafter provided for by the Board of Directors, both for the protection of the Corporation, its employees, volunteer workers, and for members of the general public.

i. To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, with the exception of the power to issue capital stock. The Corporation is not authorized to issue capital stock.

FOURTH: The Corporation is organized exclusively for charitable and educational purposes, including for such purposes in making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation,and the Corporation shall not participate in, or interfere in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

WESTON CO
LINEN RECORD
1986

2996 2016

SIXTH: The post office address of the principal office of the Corporation in this State is 912 Seton Dr., Cumberland, Maryland 21502. The Corporation's resident agent, Sister Carol Keehan,is an individual actually residing in this State.

SEVENTH: The number of Directors in the Corporation shall be at least three(3). the names of the directors who shall serve until the first annual meeting of the of the Corporation and until their successors are duly chosen and qualified are:

1. Wayne Spiggle,M.D., Braddock Medical Group, 912 Seton Dr., Cumberland, MD 21502
2. Donald Wooters, Memorial Hospital, Memorial Av., Cumberland, MD 21502
3. Carol Keehan, Sacred Heart Hospital, 900 Seton Dr., Cumberland, MD 21502

EIGHTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

NINTH: The Corporation shall determine from time to time By-laws, the manner and method of conducting its business and affairs, the manner of calling from time to time its meetings, rights of indemnification of its directors, officers, and employees; and in addition to the above, may pass such By-laws, regulations and rules for the government of and the regulation of its activities as its directors shall see fit to adopt form time to time, provided the same are not prohibited by law. The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland or the federal tax code regulating tax-exempt organizations now or hereinafter in force.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION this 29 day of January, 1988, and I acknowledge the same to be my act.

ATTEST: _____ Sister Carol Keehan
Sister Carol Keehan
INCORPORATOR

STATE OF MARYLAND
COUNTY OF ALLEGANY, TO WIT:

THIS IS TO CERTIFY, that on this 29 day of January, 1988, before me the subscriber, a Notary Public of the State of Maryland, in the County of Allegany, personally appeared _____, Incorporator, and acknowledged the foregoing Articles of Incorporation to be her act.

WITNESS my hand and notarial seal on the day and year last above written.

Dorothy W Seaman
NOTARY PUBLIC

My Commission expires:
7/1/90

2996 2018

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 04 COUNTY 51

_____ LIBER 033 PAGE 120 ___P.A ___Religious ___Close ___Stock /Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	17	2 Certified Copy 10
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Richard Maslow, Esq.

MAIL TO ADDRESS: 1614 Bedford Street Cumberland, MD 21502

TOTAL FEES 57.00

NOTE:

/ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: WLC.

2996 2019

JUN 29 1988

ARTICLES OF INCORPORATION
OF
ALLEGANY HEALTH RIGHT, INC.

OBER 033 PAGE 121

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 8, 1988 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

S/S

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2503522

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: RICHARD MASLOW, ESQUIRE
1614 BEDFORD STREET
CUMBERLAND MD 21502

160C3012010

A 254234

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • STATE OF MARYLAND • SCUTO BONA VOLUNTATIS TUAE CORONASTI EUM 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
2996 2013

ATS-060

Compared and Mail Delivered
TO Mallow Landscaping
Box 209, Rt. 2
Aug. 9 19 88

LIBER 033 PAGE 122

Mallow Landscaping, Inc.

Articles of Revival

1-25-88 9.00 AM

1. The name of the corporation at the time the charter was forfeited was Mallow Landscaping, Inc.

2. The name which the corporation will use after revival is

Mallow Landscaping, Inc.

3. The name and address of the resident agent are:

Austin D. Mallow
Route 2, Baltimore Pike
Cumberland, Maryland 21502

4. These Articles of Revival are for the purpose of reviving the charter of the corporation.

5. At or prior to the filing of these Articles of Revival, the corporation has:

a. Paid all fees required by law;
b. Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
c. Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

6. The address of the principal office in this state is:

Box 209

Route 2, Box 209, Johnson Road
Cumberland, Maryland 21502

The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act. SD 258270

Austin D. Mallow
Austin D. Mallow
Last Acting President

[redacted]
Wilma M. Mallow
Last Acting Secretary

1988 JAN 25 AM 9

LIBER 033 PAGE 123

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ CPA
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

MALLOW LANDSCAPING, INC.

have been paid.

WITNESS my hand and official seal this

27TH day of NOVEMBER A.D. 1987.

Edward F. Thompson

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

LIBER 033 PAGE 124

AFFIDAVIT

I, Wilma M. Mallow, Secretary of Mallow Landscaping, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation of which would have become due if the charter had not been forfeited whether or not barred by limitations.

Wilma M. Mallow
Wilma M. Mallow

I hereby certify that on December 3, 1987 before me, the subscribed, a notary public of the State of Maryland, in and for Allegany County personally appeared Wilma M. Mallow and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of her knowledge, information and belief.

As witness my hand and notarial seal.

Wanda F DeHaven
(Signature of notary public)

My Commission expires: July 1, 1990

LIBER 033 PAGE 125

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 51

D0566 786 ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
3		Certificate of Conveyance
		_____
		_____
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Mallow Landscaping Inc
Rt 2, Box 209
Johnson Rd
Cumberland, Md
21502

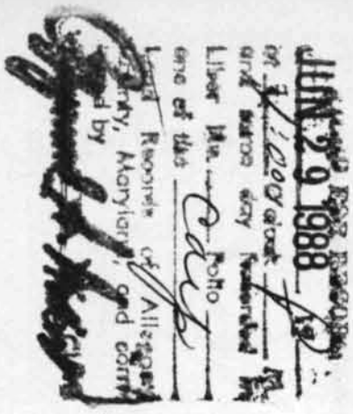
NOTE:

TOTAL FEES 50

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____



THE ARTICLES OF REVIVAL
OF
MALLOW LANDSCAPING, INC.

LIBER 033 PAGE 126

S/S

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 25, 1988 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0566786

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MALLOW LANDSCAPING, INC.
RT. 2, BOX 209
JOHNSON ROAD
CUMBERLAND MD 21502

146C3010085

A 252372

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 1991 1991

Compared and ~~Mail~~ Delivered
TO. Gary Hanna 71 Prospect Sq. Cbld
Aug 9 1988

CM

ARTICLES OF INCORPORATION

FIRST: I, G. Gary Hanna, whose post office address if 71 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is NOLAN'S VIDEO, INC.

THIRD: The purposes for which the Corporation is formed are: 1. To engage in retail sales and rentals of video tapes, video equipment, and related items; and to engage in any other lawful purpose and/or business.

2. To do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Burtons Plaza, LaVale, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, 71 Prospect Square, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Two Thousand (2,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be Three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that

1. If there is no stock outstanding, the number of directors may be less than three but not less than one; and

2. If there is stock outstanding and so long as there are

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

2/22/88 at 10:00 a.m.

2997 0225

less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Mark A. Nolan, Paul A. Nolan, Janet D.G. Nolan.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualification of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter

authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not

parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17 day of February, 1988, and acknowledge the same to be my act.

WITNESS:

Mary V. Farrell

Gary Gianna

LIBER 0.3.3 PAGE 131

STATE OF MARYLAND
Stale Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 57

#_____ ___P/A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code_____

ATTENTION: G. Gary Hanna, Esq.

MAIL TO ADDRESS: 71 Prospect Square Cumberland, MD 21502

NOTE:

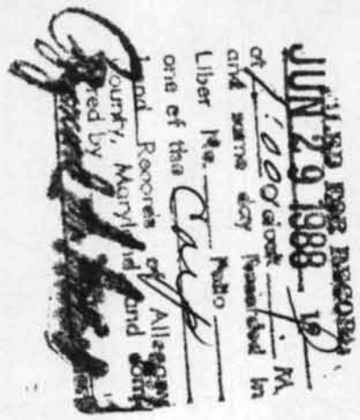
TOTAL FEES 40.00

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DK

2997 0229



ARTICLES OF INCORPORATION
OF
NOLAN'S VIDEO, INC.

LIBER 033 PAGE 132

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 22, 1988 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

S15

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2505782

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: G. GARY HANNA, ESQUIRE
71 PROSPECT SQUARE
CUMBERLAND MD 21502

162C3010038

A 254492

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 0224

AT5-080

Compared and Mail Delivered
TO 71 Prospect Sq, Cbld
Aug 9 19 87

LIBER 033 PAGE 133
2/22/88
1:49

ARTICLES OF INCORPORATION

FIRST: I, G. Gary Hanna, whose post office address if 71 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is DENROD, INC.

THIRD: The purposes for which the Corporation is formed are: 1. To engage in retail sales of artificial and live plants, flowers, shrubs, and related items; and to engage in any other lawful purpose and/or business.

2. To do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Country Club Mall, LaVale, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, 71 Prospect Square, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Two Thousand (2,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be Three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that

1. If there is no stock outstanding, the number of directors may be less than three but not less than one; and

2. If there is stock outstanding and so long as there are

80538353

1988 FEB 22 P 4:49

80538315

2997 0219

less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Dennis Murray, Rodney Calvin and Chrystal Ward.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualification of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or here after

authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section "), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not

parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8 day of February, 1988, and acknowledge the same to be my act.

WITNESS:

Mary V. Farrell

LIBER 033 PAGE 137

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 / 0 BUSINESS CODE 03 COUNTY 57

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
[redacted]		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
[redacted]		Other _____

TOTAL FEES 40.00

_____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: KJC

Name Change (New Name) _____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

____ Resignation of Resident Agent

Code_____

ATTENTION: G. Gary Hanna, Esq.

MAIL TO ADDRESS: 71 Prospect Square Cumberland, MD 21502

NOTE:

2997 0223

JUN 29 1988

ARTICLES OF INCORPORATION
OF
DENROD, INC.

LIBER 033 PAGE 138

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 22, 1988 AT 9:49 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

S/S

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2505774

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: G. GARY HANNA, ESQUIRE
71 PROSPECT SQUARE
CUMBERLAND MD 21502

162C3010037

A 254491

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2997 0218

Compared and Mail Delivered
TO. Greg Skidmore, Esq.
Aug 9 1988

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1-21-88 at 9:00 a.m.

NUMBER 033 FOLIO 139

RADEQ, INC.

ARTICLES OF AMENDMENT

Radeq, Inc., a Maryland corporation, having its principal office at Braddock Square, Department 306, Winchester Road, LaVale, MD 21502 ("Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking in its entirety Article FOURTH and by substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in the State of Maryland ("State") is Braddock Square, Department 306, Winchester Road, LaVale, MD 21502. The name and post office address of the resident agent of the Corporation in this State is H. Gregory Skidmore, 103 South Centre Street, Cumberland, MD 21501-0360. Said resident agent is an individual actually residing in this State."

SECOND: By written informal action, unanimously taken by the board of directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the board of directors of the Corporation duly advised the foregoing amendments, and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the

80218473

1988 JAN 21 A 9:00

Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Radeq, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by the Secretary on this 1st day of January, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Radeq, Inc., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

EMMETT J. COX, Secretary

RADEQ, INC.

By: F. Daniel Jackson

F. DANIEL JACKSON, President

LIBER 033 PAGE 141

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 094 BUSINESS CODE 03 COUNTY 51

#D2423721 ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	8	1 Certified Copy 2
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
3		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TOTAL FEES	28	

Name Change (New Name) _____

___ Change of Name

✓ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

H. Gregory Skidmore, P.A.
103 South Centre St.
Cumberland, Md. 21501-0360

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

JUN 29 1988

ARTICLES OF AMENDMENT

OF

RADEQ, INC.

LIBER 033 PAGE 142

515

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 21, 1988 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2423721

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. GREGORY SKIDMORE, P.A.
103 SOUTH CENTRE STREET
CUMBERLAND MD 21501 0360

145C3012317

A 252252

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 389 344

Compared and Mail Delivered
TO 103 S. Centre St., Cbld
Aug 9 1988

LIBER 033 PAGE 143

ARTICLES OF INCORPORATION

OF

PEPPER, BECK, MYERS & COOK, P.A.

FIRST: I, H. GREGORY SKIDMORE, whose post office address is 103 South Centre Street, Cumberland, Maryland 21501-0360, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Annotated Code, as amended.

SECOND: The name of the Corporation ("Corporation") is PEPPER, BECK, MYERS & COOK, P.A.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the general practice of medicine, specializing in emergency medicine.

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment or to own real or personal property necessary for the rendering of the professional services specified above.

(3) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Services Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

2/19/88 at 12:08 2997 0722 p.m.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Memorial Hospital, 600 Memorial Avenue, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 103 South Centre Street, Cumberland, Maryland 21501-0360. Said resident agent is a citizen of Maryland and actually resides in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be four (4) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than the number prescribed by Sections 2-402 and 5-108 of the Corporations and Associations Article of the Annotated Code of Maryland. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Donald J. Pepper, M.D., Michael J. Beck, M.D., Mark A. Myers, M.D. and Jeff Cook, M.D.

SEVENTH: Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

2997 0723

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The board of directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the board of directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the board of directors under the general laws of the State of Maryland now or hereafter in force.

(3) With respect to:

(a) the amendment of the charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchise;

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the board of directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of February, 1988, and I acknowledge same to be my act.

WITNESS:

H. GREGORY SKIDMORE

LIBER 033 PAGE 148

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 010 COUNTY 51

#_____ ✓ P.A ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	30	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	1 Certified Copy 4f
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: H. Gregory Skidmore Esq

MAIL TO ADDRESS: 103 South Centre Street Cumberland, MD 21501-0360

NOTE:

TOTAL FEES 50.00 ✓

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DM

2997 0727

ARTICLES OF INCORPORATION
OF
PEPPER, BECK, MYERS & COOK, P.A.

JUN 29 1988

LIBER 033 PAGE 149

515

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 19, 1988 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2504405

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: H. GREGORY SKIDMORE
103 SOUTH CENTRE STREET
CUMBERLAND MD 21501 0360

161C3012116

A 254333

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2997 0721

AT5-060

Compared and Mail Delivered
TO. Re-Lonaconing Inc.
Aug 9 1988

OFFICE 033 - 150213

APPROVED FOR RECORD
at 8:35 a.m.

Articles of Incorporation
of
M & M Logging, Inc.

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the General laws of the State of Marvland, adopt the following articles of incorporation for such corporation:

FIRST: The name of the corporation is M & M Logging, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose(s) for which the corporation is organized are: "To operate a lumbering and logging operation and transact any other lawful business activity for which this corporation may be incorporated.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of no par common stock, one class no series, for a total authorized capital of "0".

FIFTH: The corporation will not commence business until at least ONE HUNDRED DOLLARS ($100) have been received by it as consideration for the issurance of shares.

SIXTH: Cumulative voting of shares of stock is not authorized.

SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are "NONE".

EIGHTH: Provisions for the regulation of the internal affairs of the corporation are governed by the bylaws which shall be adopted by the majority of the directors.

NINTH: The address of the initial registered office of the corporation is Avilton Lonaconing Road, Rt.1. Lonaconing, Maryland 21539 and the name of its initial registered agent at such address is Mary Ann Wilhelm.

TENTH: Address of the principal place of business is Avilton Lonaconing Road, Rt. 1, Lonaconing, Maryland.

ELEVENTH: The number of directors constituting the initial board of directors of the corporation is four and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
Mary Ann Wilhelm	Rt. 1, Lonaconing, Maryland 21539
Mary Ellen Wilhelm	State Street, Lonaconing, MD 21539
Gilbert D. Wilhelm	Rt. 1, Lonaconing, Maryland 21539
Robert L. Wilhelm	State Street, Lonaconing, MD 21539

The name and address of each incorporator is:

Name	Address
Mary Ann Wilhelm	Rt. 1, Lonaconing, Maryland 21539
Mary Ellen Wilhelm	State Street, Lonaconing, MD 21539

In witness whereof, the incorporators have hereunto set their hands this 21st day of December, 1987.

Mary Ann Wilhelm
Mary Ann Wilhelm

Mary Ellen Wilhelm
Mary Ellen Wilhelm

NOTARY PUBLIC MARGARET A. CLARK ALLEGANY COUNTY

Margaret A. Clark
Notary Public
Allegany County, Maryland
Commission Expires: July 1, 1990

FEB -3 A 8:32 1988

80348007

LIBER 033 PAGE 151

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 S BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

[redacted]

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 4
56		Penalty
54		For. Supplemental Cert.
[redacted]		Foreign Resolution
		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
[redacted]		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: Mary ann Wilhelm

MAIL TO ADDRESS: M + M Logging, Inc. Rt. 1 Lonaconing, MD 21539

NOTE:

TOTAL FEES 47.00

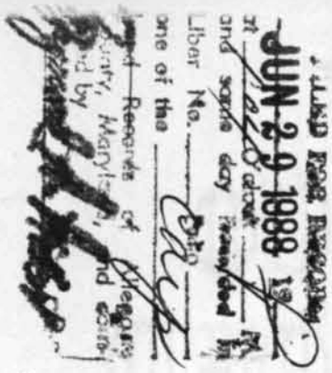
_____Check _____Cash

_____ Documents on _____ checks

APPROVED BY:_____

CERTIFIED COPY MADE

3991 3818



ARTICLES OF INCORPORATION
OF
M & M LOGGING, INC.

LIBER 033 FOL 152

515

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 3, 1988 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

2

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2495059

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
M & M LOGGING, INC.
ATTN: MARY ANN WILHELM
RT. 1
LONACONING MD 21539

151C3010699

A 252983

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2991 0854

AT5-060

Compared and Mail ~~Delivered~~
To CM Donald McAhren Gen. Memorial Air Cath
Aug. 9, 1988

LIBER 033 FOLIO 153

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2-16-88 at 9:42 a.m.

ARTICLES OF INCORPORATION

OF

PROVIDER ALLIANCE OF WESTERN MARYLAND, INC.

(a non-stock Maryland Corporation)

This is to certify that the undersigned, Anthony Bollino, whose address is 107 Forest Drive, Lavale, Maryland 21502, and Raymond E. Wood, whose address is 36 Scott Court, Cumberland, Maryland 21502, each being at least eighteen years of age, acting as incorporators, do hereby form a non-stock corporation under the General Laws of the State of Maryland.

ARTICLE I

Name

The name of the corporation is Provider Alliance of Western Maryland, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

Purposes

The nature of the business of the Corporation and the objects or purposes to be carried on and promoted by it are:

(a) To arrange for the provision of quality health care services through duly licensed health care providers in a cost-effective manner;

(b) To develop and conduct quality assurance and utilization review programs in connection with the provision of health care services;

(c) To engage in any one or more businesses or transactions which the Board of Directors or the Corporation's members may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article; and

(d) To otherwise exercise all of the powers, rights and privileges granted to, or conferred upon, non-stock corporations by the General Laws of Maryland now or hereafter in effect.

80478230

2995 2390

ARTICLE III

Address

The address of the place at which the Corporation shall maintain its principal office in Maryland is The Memorial Hospital and Medical Center of Cumberland, Inc., 600 Memorial Avenue, Cumberland, Maryland 21502.

ARTICLE IV

Resident Agent

The name and address of the resident agent of the Corporation in Maryland is Donald C. McAneny, 600 Memorial Avenue, Cumberland, Maryland 21502. Said resident agent is a citizen of and resides in Maryland.

ARTICLE V

No Capital Stock

The Corporation is organized to conform with the requirements for non-stock corporations under the General Laws of Maryland. The Corporation is not authorized to issue capital stock.

ARTICLE VI

Membership

The Corporation shall be authorized to have two classes of members, Class H and Class P. Membership in Class H shall be limited to the Memorial Hospital and Medical Center of Cumberland, Inc., a Maryland non-profit, non-stock corporation. Membership in Class P shall be limited to licensed physicians and health care practitioners who meet the membership criteria established in the Bylaws of the Corporation. The manner of exercising members' voting rights shall be specified in the Bylaws of the Corporation.

ARTICLE VII

Board of Directors

Except as otherwise provided herein or in the Corporation's Bylaws, the affairs and management of the Corporation shall be under the control of the Corporation's Board of Directors. There

LIBER 033 FOLIO 155

shall be seven directors of the Corporation. That number may be increased or decreased pursuant to the Bylaws of the Corporation but shall never be less than the minimum number permitted by the General Laws of Maryland now or hereafter in force. Each class of members in existence shall be entitled to elect and appoint an equal number of directors of the Corporation's Board of Directors.

The Corporation's initial Board of Directors shall consist of seven individuals who will serve until the first annual meeting of the members or until their successors are elected and qualified to serve. The names and address of the initial directors are as follows:

Name	Address
Anthony Bollino	107 Forest Drive LaVale, MD 21502
William Palin, Jr.	829 Windsor Road Cumberland, MD 21502
Thaddeus E. Elder	627 Hilltop Drive Cumberland, MD 21502
William Lamm	5 Virginia Avenue Cumberland, MD 21502
Terry E. Williams	212 Washington Street Cumberland, MD 21502
Raymond E. Wood	36 Scott Court Cumberland, MD 21502
Donald C. McAneny	37 Trailridge Road Cumberland, MD 21502

2995 2392

OBER 033 PAGE 156

ARTICLE VIII

Duration

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IX

Amendment of Articles of Incorporation

These Articles of Incorporation may be altered, amended or repealed only by the majority vote of each existing class of members.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and severally acknowledge the same to be our act and deed, this 4th day of February, 1988.

Witness:

Kathy A. Cecil

Anthony Bollino
Incorporator

Witness:

Maxine J. Daughton

Raymond E. Wood
Incorporator

LIBER 083 PAGE 157

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 028 BUSINESS CODE 04 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
14		For. Supplemental Cert.
3		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ _____ late filing penalties
		Other _____
		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: _____

MAIL TO ADDRESS: Donald C. McAneny
600 Memorial Ave.
Cumberland, MD
21502

NOTE:

TOTAL FEES 40.00

___✓___ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DJC

2995 2394

...RD FOR RECORD
JUN 20 1988
...o'clock ...
...d some day ...
...ber No. ...
...e of the ...
...Records of ...
...ty, Maryland
...by

ARTICLES OF INCORPORATION
OF
PROVIDER ALLIANCE OF WESTERN MARYLAND, INC.

LIBER 033 PAGE 158

515

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 16, 1988 AT 9:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2500429

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DONALD C. MCANENY
600 MEMORIAL AVENUE
CUMBERLAND MD 21502

157C3011507

A 253718

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2995 2389

CM
Compared and Mail Delivered
TO. Kabala & Geesman 200 First Avenue, Pitts. Pa
Aug 19 88

LIBER 033 PAGE 159

ROBERT E. GLADSDEN, M.D., P.A.

ACTION AND CONSENT IN WRITING
BY
BOARD OF DIRECTORS

The undersigned, being the sole Director of Robert E. Gladsden, M.D., P.A., a Maryland professional corporation organized and existing under the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended in lieu of and to the same effect as an annual meeting of such Director, this 21st day of January, 198, does hereby consent and agree as follows:

The following is hereby adopted or ratified as an action of the Board of Directors of this Corporation:

> RESOLVED, that the registered office address of the Corporation be, and the same hereby is, changed from 110 Washington Street, Cumberland, Maryland 21502 to 921 Seton Drive, Cumberland, Maryland 21502.
>
> RESOLVED FURTHER, that the proper officers of the Corporation be, and the same hereby are, authorized and directed to execute and file a Change of Registered Address Form with the Commonwealth of Pennsylvania, on the Corporation's behalf.

It is hereby further directed that this Action and Consent in Writing be duly filed with this Corporation's Secretary and entered in the minute book of this Corporation.

Robert E. Gladsden 80478864
Robert E. Gladsden, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
2/16/88 at 9:53 A.m.

2997 1337

STATE OF MARYLAND
State Department of Assessments and Taxation
LIBER 033 FAGE 160
Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

D2038032 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
70	$3.00	Recording Fee
53		Foreign Corporation
75	$5.00	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TOTAL FEES	$8.00	

Name Change (New Name) _____

___ Change of Name

✓ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident agent and Agent's Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Kabala & Geesman
290 First Avenue
Pittsburg Pa. 15222

NOTE:

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: [signature]

2997 1338

JUN 29 1988

CHANGE OF PRINCIPAL OFFICE
OF
ROBERT E. GLADSDEN, M.D., P.A.

LIBER 033 PAGE 161

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 16, 1988 AT 9:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5:53

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 3.00	$ 5.00

D2038032

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
KABALA AND GEESEMAN
200 FIRST AVENUE
PITTSBURG PA 15222

161C3012236

A 254422

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2997 1336

AT5-060

LIBER 033 PAGE 162

Compared and ~~Mail~~ Delivered
TO. 100 S. Liberty St. Cbg
Aug 19 88

ARTICLES OF INCORPORATION

OF

VIRGINIA BEACH, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2-16-88 at 8:434 M.

THIS IS TO CERTIFY:

FIRST: That the subscriber, H. Jack Price, Jr., whose post office address is 100 South Liberty Street, Cumberland, Maryland 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

VIRGINIA BEACH, INC.

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To manufacture, purchase, sell, vend and deal in food products, groceries, breads, cakes, extracts, confections, meats, canned foods, fruits, vegetables, sauces, spices, teas, coffees, beverages, and articles usually associated with and handled in the stores and/or warehouses of the corporation.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

FEB 8 4 91 83J 8861

80478052 2995 2411

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or othewise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for

any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge

or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies in the United States of America and in foreign countries.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, or any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and providing further that such act shall be ratified by a majority of disinterested directors; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of the, or of any such surplus, or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in

purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation of whatever class shall have preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine and at such price as the Board of Directors in its discretion may fix, and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of stock may, as said Board of Directors shall determing be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(g) the Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this state will be located is the corner of Virginia Avenue and Industrial Boulevard, Cumberland, Maryland, 21502. The resident agent of the Corporation is H. Jack Price, Jr., whose post office address is 100 South Liberty Street, cumberlnad, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have three (3) directors, and David Simpson, richard Vanevenhoven and H. Jack Price, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said Corporation shall have the power to increase the number of directors to not more than nine (9) by amendment to the By-Laws.

SEVENTH: The total amount of the authorized capital stock of the Corporation is one hundred shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The Corporation's duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of February, 1988.

WITNESS:

Delia D. Black — H. Jack Price, Jr. (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 10th day of February, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared H. Jack Price, Jr., who acknowledges the aforegoing instrument to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra D. Blank

Notary Public

DEBRA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD.

My Commission Expires: 7/1/90

LIBER 0393 FOLIO 10

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 A BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close /Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	~~25~~	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: _____

MAIL TO ADDRESS: H. Jack Price Jr.
Wilson & Wilkinson, P.A.
100 South Liberty St.
P.O. Box 1379
Cumberland, MD 21502

NOTE:

TOTAL FEES 46.00

/ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: MC

2995 2419



ARTICLES OF INCORPORATION
OF
VIRGINIA BEACH, INC.

LIBER 033 PAGE 171

5-5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 16, 1988 AT 8:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2500460

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. JACK PRICE, JR.
WILSON & WILKINSON, P.A.
100 SOUTH LIBERTY ST.,
P. O. BOX 1379
CUMBERLAND MD 21502

157C3011511

A 253721

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2410

Compared and ~~Mail~~ Delivered CM
TO 100 S. Liberty St, City
Aug 9 1988

LIBER 033 PAGE 172

ARTICLES OF INCORPORATION

OF

K & R ENTERPRISES, INC.

A CLOSE CORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2/8/88 at 9:31 .m.

811

THIS IS TO CERTIFY:

FIRST: That the subscriber, H. Jack Price, Jr., whose address is 100 South Liberty Street, Cumberland, Maryland 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

K & R ENTERPRISES, INC.

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To purchase, build, erect, construct, lease, or otherwise acquire, manage, occupy, maintain and operate buildings for hotel purposes, dwelling houses, apartment houses, office buildings, and lands, buildings for hotels, apartment houses, dwelling houses, office buildings, and business structures of all kinds, for the accomodation of the public and of individuals; and to keep, manage, conduct, and operate hotels, apartment houses, and dwelling houses.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

FEB -8 P 1:53

80398350 2993 2334

80398351

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

LIBER 033 PAGE 173

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any

other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies in the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Directors of the Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such limitations and restrictions,

if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation,a nd as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are pecuniarily or otherwise interested in, or are Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders or officers of, such corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, or a majority thereof; and any Director of this Corporation, or stockholder, who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, who shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends are paid to the

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of the, or any such surplus, or net profits. The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors or stockholders shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Directors, and as of the effective date of the election of the Corporation to ahve no Board of Directors, the stockholders, in their discretion may determine, and at such price as the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may, as said Directors, and as of the effective date of the election of the Corporation to have no

Board of Directors, the stockholders, shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, subject to any limitations or restriction herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 17 Frost Avenue, Frostburg, Maryland 21532. The resident agent of the Corporation is H. Jack Price, Jr., Esquire, whose post office address is 100 South Liberty Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two (2) Directors who shall be Ian Kanner and Ronald Allan Ruthenberg provided, however, that from and after the Organizational Meeting of the Directors and the issuance of stock at such meeting, that the Corporation shall elect

to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporation and Associations Volume of the Annotated Code of Maryland.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The Corporation elects to be treated as a Close Corporation, and its duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of January, 1988.

WITNESS:

Debra A Miller _____ (SEAL)
H. Jack Price, Jr.

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 3rd day of February 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared H. Jack Price, Jr., and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra A Miller
Notary Public

Debra A. Miller NOTARY PUBLIC Allegany Co., Md.

My Commission Expires: July 1, 1990

2993 2341

LIBER 033 PAGE 180

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 57

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: H. Jack Price, Jr., Esq.

MAIL TO ADDRESS: Wilson + Wilkinson P.A. 100 South Liberty Street P.O. Box 137 Cumberland, MD 21502

NOTE:

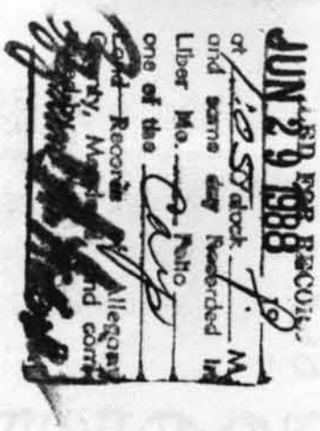
TOTAL FEES 46.00

___/___Check _____Cash

___1___ Documents on ___2___ checks

APPROVED BY: R/C

2993 2342



ARTICLES OF INCORPORATION
OF
K & R ENTERPRISES, INC.

LIBER 0333 PAGE 181

515

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 8, 1988 AT 9:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2497733

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSON, P.A.
ATTN: H. JACK PRICE, JR., ESQUIRE
100 SOUTH LIBERTY STREET
P. O. BOX 1379
CUMBERLAND MD 21502

154C3011107

A 253367

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2993 2333

Compared and Mail Delivered
TO ..... 19..

LIBER 033 PAGE 182

ARTICLES OF INCORPORATION
OF
PRINTERS INC

FILED FEB 22 P 9:29

FIRST

I, WILLIAM A. SMITH, whose post office address is 29 Wempe Drive, Cumberland, Allegany County, Maryland 21502, being at least eighteen (18) years of age hereby form a Corporation under and by virtue of the general laws of the State of Maryland.

SECOND

The name of the Corporation (which is hereinafter referred to as the "Corporation"), is PRINTERS INC.

THIRD

The purposes for which the Corporation is formed are:

1. To function as a retail and wholesale printing company.

2. To engage in other lawful purposes and or business.

3. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as from time to time amended.

4. The Post Office address of a principle office of the Corporation in this State is 311 Virginia Avenue, Cumberland, Allegany County, Maryland. The name and Post Office Address of the resident agent of the Corporation in this State is WILLIAM A. SMITH, 29 Wempe Drive, Cumberland, Allegany County, Maryland 21502. Said resident agent is an individual actually residing in this State.

5. The total number of shares of capital stock which the Corporation has authority to issue on one thousand (1000) shares of common stock, without par value.

6. The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3), provided that;

(a) if there be no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

FOR RECORD
2/22/88 at 9:29 a.m.

80538255 2997 0810

(b) if there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

ROBERT LEONARD WENDLING
WILLIAM A. SMITH
EARL EUGENE ROYCE

7. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes whether now or hereafter authorized;

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of said shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other claus of this or any other article of the Charter of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter enforced.

8. Except as may otherwise may be provided by the Board of Directors, no holder of any shares of stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock in the Corporation of any class now or hereafter authorized, or any securities exchangeable or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

LIBER 033 PAGE 184

ARTICLES OF INCORPORATION
Page 3 of 3

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of February, 1988, and I acknowledge the same to be my act.

William A. Smith
WILLIAM A. SMITH

2997 0812

LIBER 033 PAGE 185

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	9	1 Certified Copy 3P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standings
NA		Foreign Corporation Registration
87		_____ Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: Dixie L. Pownall, Esq.

MAIL TO ADDRESS: 115 South Centre St. Cumberland, MD 21502

NOTE:

TOTAL FEES 49.00

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [signature]

2997 0813

FILED FOR RECORD
JUN 29 1988
at 10:50 o'clock A.M.
and same day recorded in
Liber No. Folio
one of the
Land Records of Allegany County
Maryland
Clerk

ARTICLES OF INCORPORATION
OF
PRINTERS INC.

LIBER 033 PAGE 186

5-5

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 22, 1988 AT 9:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2504561

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: DIXIE L. POWNALL, ESQUIRE
115 SOUTH CENTRE ST.
CUMBERLAND MD 21502

161C3012132

A 254349

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2997 0809

Compared and Mail Delivered
TO. Steve Wilkinson
Aug 9 1988

LIBER 033 PAGE 187

ARTICLES OF INCORPORATION

OF

QUEEN CITY BUSINESS SYSTEMS, INC.

A CLOSE CORPORATION

2/17/88 APPROVED FOR RECORD at 10:08 A.M. STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, Stephen C. Wilkinson, whose address is 100 South Liberty Street, Cumberland, Maryland, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, herey forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

QUEEN CITY BUSINESS SYSTEMS, INC.

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in the purchase, sale, lease or exchange of business machines and equipment and parts and accessories related thereto. In addition, to engage in all facets of the business equipment industry including, but not limited to, consulting with firms, preparing systems designs, advising businesses in all aspects of their operations, and to generally provide products and services of whatsoever nature to businesses or to individuals.

(b) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

1988 FEB 17 P 12:08

1988 FEB -8 P 8:58

80488178

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

LIBER 033 PAGE 188

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any

other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies in the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Directors of the Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such limitations and restrictions,

if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation,a nd as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are pecuniarily or otherwise interested in, or are Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders or officers of, such corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, or a majority thereof; and any Director of this Corporation, or stockholder, who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, who shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends are paid to the

stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of the, or any such surplus, or net profits. The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors or stockholders shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Directors, and as of the effective date of the election of the Corporation to ahve no Board of Directors, the stockholders, in their discretion may determine, and at such price as the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may, as said Directors, and as of the effective date of the election of the Corporation to have no

Board of Directors, the stockholders shall determine be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, subject to any limitations or restriction herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 505 National Highway, LaVale, Maryland 21502. The resident agent of the corporation is Don R. Sensabaugh whose post office address is Green Point Road, LaVale, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two (2) Directors who shall be Don R. Sensabaugh and David B. Sensabaugh, provided, however, that from and after the Organizational Meeting of the Directors and the issuance of stock at such meeting, that the

Corporation shall elect to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporation and Associations Volume of the Annotated Code of Maryland.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand shares of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The Corporation elects to be treated as a Close Corporation, and its duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4 day of February, 1988.

WITNESS:

Debra D. Blank

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 4th day of February, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra D. Blank
Notary Public

DEBRA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD

My Commission Expires: 7/1/90

2996 1852

STATE OF MARYLAND 033 PAGE 195

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02b BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	~~50.00~~ 26	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
___	_____	Other _____
___	_____	Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code_____

ATTENTION: Stephen C. Wilkinson, Esq.

MAIL TO ADDRESS: 100 South Liberty Street P.O. Box 1379 Cumberland, MD 21502

NOTE:

TOTAL FEES 46.00

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DK

2996 1853



ARTICLES OF INCORPORATION
OF
QUEEN CITY BUSINESS SYSTEMS, INC.

LIBER 033 PAGE 196

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 17, 1988 AT 10:08 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2502359

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
STEPHEN C. WILKINSON, ESQUIRE
100 S. LIBERTY STREET
P. O. BOX 1379
CUMBERLAND MD 21502

158C3011750

A 254013

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 196 1844

Compared and Mail Delivered
TO. Paul Crawford P.O. Box 8 Ashby, WVA
Aug 9 19 88
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 033 PAGE 197

APPROVED FOR RECORD
2/19/88 at 9:38 .M

WESTERN MARYLAND CHAPTER
NATIONAL RAILWAY HISTORICAL SOCIETY, INCORPORATED

ARTICLES OF AMENDMENT

The Western Maryland Chapter, National Railway Historical Society, Incorporated, a Maryland corporation having its pricipal office in Cumberland, Allegany County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article 5 in its entirety and inserting in lieu thereof the following:

Upon the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and there is no membership entitled to vote on the matter.

IN WITNESS WHEREOF: Western Maryland Chapter, National Railway Historical Society, Incorporated, has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on February 16, 1988

Attest: Western Maryland Chapter, National Railway Historical Society, Incorporated

Paul Hutter
Paul Hutter, President

John Sanford
John Sanford, Secretary

THE UNDERSIGNED, President of Western Maryland Chapter, National Railway Historical Society, Incorporated, who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Paul Hutter

80508094

80548049

1988 FEB 19 A 9:38

2998 0061

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 51

D1370576 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	7	1 Certified Copy 1
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
	_____	
	_____	
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	____Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	_____	

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: David Crawford
GO Box 680
Ft. Ashby, W. V.
26719-06[redacted]

NOTE:

26 Check 1 Cash

_____ Documents on _____ checks

APPROVED BY: A

CK# 10236
1.00
mc

2998 0062

FILED FOR RECORD
Liber No. ____
one of the Land Records of Allegany County, Maryland, and recorded by

ARTICLES OF AMENDMENT
OF
WESTERN MARYLAND CHAPTER, NATIONAL RAILWAY
HISTORICAL SOCIETY INCORPORATED

LIBER 033 PAGE 199

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 19, 1988 AT 9:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1370576

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DAVID CRAWFORD
P.O. BOX 680
FT. ASHBY WV 26719 0680

163C3010304

A 254741

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 298 0060

Compared and Mail Delivered
TO Anderson Rudd Corcoran
39 Greene St. Cbg
Aug 9 19 88

LIBER 033 PAGE 200

BIG BROTHERS/BIG SISTERS OF THE ALLEGHENIES, INC.

ARTICLES OF AMENDMENT

FIRST: Big Brothers/Big Sisters of the Alleghenies, Inc., a Maryland Corporation, having its principal office at 11 Washington Street, Cumberland, Maryland, 21502, (hereinafter referred to as the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland (the Department) that:

SECOND: The charter of the Corporation is hereby amended by striking out in its entirety Article Ninth and by substituting in lieu thereof the following: "NINTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged. However, if there is no organization in existence having a similar or analogous character or purpose that was in some way associated with or connected with the corporation to which the property belonged, then the assets will be distributed to a charitable organization (as hereinafter defined)."

THIRD: The Board of Directors by resolution duly advised the aforegoing Amendment.

FOURTH The members of the Corporation approved the amendment to the Articles of Incorporation of the Corporation as hereinabove set forth at a special meeting of the stockholders duly called for that purpose.

IN WITNESS WHEREOF, Big Brothers/Big Sisters of the Alleghenies, Inc. has caused these presences to be signed in its name and on its behalf by its President and attested to by its Secretary this 18 day of February, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Big Brothers/Big Sisters of the Alleghenies, Inc. and under the penalties of perjury, that

1988 FEB 24 AM 8:52

ANDERSON & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
2-24-88 at 8:52 .m.

80558070
3003 1718

the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

By Tommye Olson
Tommye Olson, Secretary

BIG BROTHERS/BIG SISTERS OF THE ALLEGHENIES, INC.

By Carl E Winters
Carl Winters, President

BYRON WESTON CO LINEN RECORD 1986

ANDERSON & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 0133 FOLIO 202

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 09 D BUSINESS CODE 04 COUNTY 51

D2391308 ___P.A ___Religious ___Close ___Stock ✓Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TOTAL FEES	28	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Anderson, Rudd & Donahue
39 Greene St.
P. O. Box 657
Cumberland, Md. 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J. m. T.

3003 1720

FILED FOR RECORD
JUL 7 - 1988
at 2:30 o'clock P.M.
and same day recorded in
Liber No. ____ Folio
one of the Land Records of
County, Maryland, and
Recorded by

ARTICLES OF AMENDMENT
OF
BIG BROTHERS/BIG SISTERS OF THE ALLEGHENIES,
INC.

LIBER 033 PAGE 203

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 24, 1988 AT 8:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2391308

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ANDERSON, RUDD AND HONAHUE
39 GREENE ST.
P. O. BOX 657
CUMBERLAND MD 21502

171C3011141

A 255896

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER F.G.O. NO. 1717

CM

Compared and Mail Delivered

TO Geo. Snyder, Esq.

Aug 9, 1988

LIBER 033 PAGE 204

ARTICLES OF INCORPORATION

OF

NARROWS CATERING, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

2/25/88 at 8:51 A.M.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Joan Catherine Greise, whose address is Rte. 3, Box 507B, Valley Rd., Cumberland, Maryland, 21502, being at least twenty-one (21) years of age, do hereby associate myself as an incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Narrows Catering, Inc..

THIRD: The purpose for which the Corporation is formed is as follows:

Retail sale of meat and deli products and food catering services.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects of business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

1988 FEB 25 P 8:51

8056805 2

3001 0035

LAW OFFICES OF
SHAY AND SNYDER
37 GREENE STREET
CUMBERLAND, MD 21502
(301) 759-1232

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The address of the principal office of the Corporation in this State is Rt. 8, Box 275B, Rte. 40, Cumberland, Maryland 21502. The name and address of the Resident Agent in the Corporation in this State is Joan Catherine Greise, Rte. 3, Box 507B, Valley Rd., Cumberland, Maryland. Said Resident Agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may increase or decrease pursuant to the Bylaws of the Corporation, but shall never be less that one (1) person.

The name of the director until the first annual meeting or until her successor is duly chosen is Joan Catherine Greise.

SEVENTH: The director, or board of directors, of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of

LAW OFFICES OF
SHAY AND SNYDER
37 GREENE STREET
CUMBERLAND, MD 21502
[redacted]) 759-1232

[redacted]

its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19 day of February, 1988.

WITNESS:

Dawn C. Bentley

Joan Catherine Greise
Joan Catherine Greise

STATE OF MARYLAND, COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 19 day of February, 1988, before me the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Joan Catherine Greise, and acknowledged the execution of the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and official Notarial Seal.

Ray L Anderson
Notary Public

NOTARY PUBLIC ALLEGANY COUNTY MD

My Commission Expires: 7-1-92

LAW OFFICES OF
SHAY AND SNYDER
37 GREENE STREET
CUMBERLAND, MD 21502
(301) 759-1232

LIBER 033 PAGE 207

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
3		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code_____

ATTENTION: _____

MAIL TO ADDRESS: George Snyder Jr.
37 Greene St
Cumberland, MD
21502

NOTE:

TOTAL FEES 49

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

3001 0038

FILED FOR RECORD
JUL 7 - 1988
at 2:30 o'clock P.M.
and same day recorded in
Liber No. 0133
one of the
Land Records of Allegany
County, Maryland

ARTICLES OF INCORPORATION
OF
NARROWS CATERING, INC.

LIBER 0133 PAGE 208

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 25, 1988 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2509289

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEORGE SNYDER JR.
37 GREENE ST.
CUMBERLAND MD 21502

166C3010098

A 255045

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3001 0034

Compared and Mail Delivered
TO Washington's City
Aug 9 1988

LIBER 0333 FOLIO 209

HIDEY, COYLE, SKIDMORE & GETTY, CHARTERED

1988 MAR -2 P 8:34

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

3-2-88 at 8:34a m.

Hidey, Coyle, Skidmore & Getty, Chartered, a Maryland Corporation having its principal office at 110 Washington Street, Cumberland, Maryland 21502 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

> SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Hidey, Coyle & Getty, Chartered.

SECOND: By unanimous vote of the Board of Directors of the Corporation at a meeting on October 1, 1987, the Board of Directors of the Corporation duly advised the foregoing amendment, and by a unanimous vote taken by the stockholders of the Corporation at a meeting held on October 1, 1987, the stockholders of the Corporation duly approved said amendment.

80628039

3003 2055

IN WITNESS WHEREOF, HIDEY, COYLE, SKIDMORE & GETTY, CHARTERED, has caused these presents to be signed in its name and on its behalf by its president and witnessed by its secretary on the 26th day of FEBRUARY, 1988, and its president acknowledges that these Articles of Amendment are the act and deed of HIDEY, COYLE, SKIDMORE & GETTY, CHARTERED, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Nicholas J. Monteleone
Secretary

HIDEY, COYLE, SKIDMORE
and GETTY

By _____
John J. Coyle, Jr.
President

LIBER 033 PAGE 211

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 9A 4 BUSINESS CODE 06 COUNTY 51

D0989623 ✓ P.A ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]3		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) Hidey, Coyle & Gettys, Chartered

✓ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Nicholas Montaleone
110 Wash. St.
Cumberland, Md
21501-0839

NOTE: Add co. code #

[redacted]OTAL FEES 20

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JS

3003 2057

FILED FOR RECORD
JUL 7 - 1988 - 12
at 2:30 o'clock P M.
and same day recorded in
Liber No. [illegible]
one of the Land Records of Allegany County, Maryland
Clerk
By [illegible]

ARTICLES OF AMENDMENT
OF
HIDEY, COYLE, SKIDMORE & GETTY, CHARTERED
CHANGING ITS NAME TO:
HIDEY, COYLE & GETTY, CHARTERED

LIBER 033 PAGE 212

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 2, 1988 AT 8:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0989673

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
NICHOLAS MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

173C3011418

A 256210

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER F.G. 164

3003 3054

Compared and Mail Delivered
TO Bob Kazary, 127 Greene St, Cbld.
Aug 9 1988

LIBER 033 PAGE 213

IN THE STATE OF MARYLAND 1988 MAR -2 P 8:29

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1988.

*** ***** ***

ARTICLES OF INCORPORATION

OF

KITZMILLER MEMORIALS, INC.

*** ***** ***

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

3-2-88 at 8:29 AM

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, WILLIAM G. KIGHT, being at least eighteen (18) years of age, hereby form a closed corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

KITZMILLER MEMORIALS, INC.

THIRD: The purpose for which the said Corporation is formed are as

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

80628038

3001 1742

follows:

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 1096 Industrial Boulevard, Cumberland, Maryland 21502. The Resident Agent of the Corporation is William G. Kight, whose post office address is 309-311 Decatur Street, Cumberland, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of which is common stock without par value.

SIXTH: The Corporation shall have four (4) directors, namely, Beverly J. Wendt, Jack O. Stimler, Dorothy M. Kight and William G. Kight, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

ROBERT O. KAZARY
ATTORNEY AT LAW
[redacted] GREENE ST.
C[redacted]BERLAND, MD
21502

G. The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer

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ATTORNEY AT LAW
GREENE ST.
CUMBERLAND, MD
21502

of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met

ROBERT O. KAZARY
ATTORNEY AT LAW
[redacted] GREENE ST.
C[redacted] ERLAND, MD
21502

the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 26 day of February, 1988.

WITNESS:

Anne M Becker

WILLIAM G. KIGHT (SEAL)

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 26 day of February 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared WILLIAM G. KIGHT and acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal the day and year last above written.

Anne Marie Becker
NOTARY PUBLIC

ANNE MARIE BECKER NOTARY PUBLIC

My Commission Expires: July 1, 1990

3001 1752

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

LIBER 033 FOLIO 224

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	32	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Req.
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13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Robert Kaspary
127 Greene St
Cumberland, Md
21502

NOTE:

TOTAL FEES 52

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

3001 1753

ARTICLES OF INCORPORATION
OF
KITZMILLER MEMORIALS, INC.

LIBER 033 PAGE 225

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 2, 1988 AT 8:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 32.00	$

D2513109

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT KAZARY
127 GREENE STREET
CUMBERLAND MD 21502

168C3010548

A 255396

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3001 1741

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
3-4-88 at 8:59 .m.

Compared and Mail Delivered
TO Shaw & Shaw, P.A.
.....AM 9.....1988

1988 MAR -4 A 8:59

LIBER 033 PAGE 226

ARTICLES OF INCORPORATION

OF

L AND M GARLICK, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, MARY K. GARLICK whose post office address is 14803 Vermont Avenue, Cresaptown, Maryland, 21502, and LESA MARIE GARLICK, whose post office address is 14803 Vermont Avenue, Cresaptown, Maryland, 21502, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is L and M Garlick, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

The purposes are for carrying on a business of a hair styling salon.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law,

88048161

3000 2008

and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 14803 Vermont Avenue, Cresaptown, Maryland, 21502. The name and post office address of the resident agent of the Corporation in this State is Mary K. Garlick, 14803 Vermont Avenue, Cresaptown, Maryland, 21502. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3), but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: MARY K. GARLICK and LESA MARIE GARLICK.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2nd day of March, 1988.

WITNESS:

Michael W. Sharp — Mary K. Garlick (SEAL)
MARY K. GARLICK

Michael W. Sharp — Lesa Marie Garlick (SEAL)
LESA MARIE GARLICK

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 2nd. day of March, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, MARY K. GARLICK and LESA MARIE GARLICK, and acknowledged the execution of the aforegoing Articles of Incorporation to be their voluntary acts.

WITNESS my hand and Notarial Seal.

Michael W. Sharp
NOTARY PUBLIC

My Commission Expires: 7/1/90.

LIBER 033 FOLIO 229

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 A BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close _✓_Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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13	10	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
[redacted]		Foreign Resolution
[redacted]		Certificate of Conveyance
		_____
		_____
75		Special Fee
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NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
[redacted]		Other _____

Name Change (New Name) _____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Shay And Snyder
37 Greene St.
Cumberland, Md. 21502

NOTE:

TOTAL FEES 50

_✓_ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J. M.T

3000 2011



ARTICLES OF INCORPORATION
OF
L AND M GARLICK, INC.

LIBER 033 PAGE 230

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 4, 1988 AT 8:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2513588

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SHAY AND SNYDER
37 GREENE ST.
CUMBERLAND MD 21502

169C3010660

A 255500

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 3000 FOLIO 2007

CM

LIBER 0033 FOLIO 231

Compared and ~~Mailed~~ Delivered
TO Tom Barry, Esq. 10 Greene St. Cbld
Aug 12 1988

ARTICLES OF INCORPORATION

OF

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

WOODLAND RIDGE ESTATES, INC.

APPROVED FOR RECORD
3/7/88 at 11:54 .m.

FIRST We, the undersigned, Dr. Audie G. Klingler, whose Post Office address is 203 Greene Street, Cumberland, Maryland 21502; Robert G. Klingler, Sr., whose Post Office address is 1015 Myrtle Street, Cumberland, Maryland 21502; Mary Klingler, whose Post Office address is 1015 Myrtle Street, Cumberland, Maryland 21502; and Robert G. Klingler, Jr., 519 Pearre Avenue, Cumberland, Maryland 21502; each being at least twenty-one (21) years of age, do hereby associate ourselves as Incorporators, with the intention of forming a corporation under and by virtue of the public general laws of the State of Maryland.

SECOND The name of the Corporation, hereinafter sometimes called the "Corporation", is:

WOODLAND RIDGE ESTATES, INC.

1988 MAR -7 A 11:54

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on performed by it are as follows:

(a) To engage in the business of buying, selling, leasing, managing, improving or in any other fashion dealing with real estate of every kind or nature, for said Corporation or as agent or representative of others; at wholesale or retail; and to design, construct or act as a contractor for improvements to real estate of all kinds, commercial, industrial or residential, of all types and for all purposes; to engage in commercial enterprises of every kind and description and to plan, project and engage in advertising of all kinds, through, by or in all media; to promote, develop pr en-

8007867A 3002 1616

gage in real estate ventures or businesses of all kinds and in all fields; and to engage in development, manufacturing or processing and marketing of goods, wares, products and merchandise of every type and description; and to do any or all things necessary, convenient or desirable in connection with any of the aforesid functions.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, equipment and other personal property of every kind.

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any businesses, wholesale or retail, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependence of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in re-

spect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real, or personal, including contract rights, whetheer at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(f) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, district, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

(g) The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law,

and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is No. 203 Greene Street, Cumberland, Maryland 21502; and the Resident Agent of said Corporation is Thomas N. Berry, whose Post Office address is No. 10 Greene Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 500 shares, without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have at least three directors, which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the first Annual Meeting, or until their successors are duly chosen and qualify, are as follows: Dr. Audie G. Klingler, Robert G. Klingler, Mary Klingler and Robert G. Klingler, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is here-

by empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to or may be pecuniarly or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is not interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition

of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors, in its discretion, may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing, to the exclusion of holders of any or all other classes at the time existing.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power to declare and authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, i.e., payment shall not be in cash to one stockholder and in stock to another; and said Board of Direc-

tors shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities whether associations, partnerships or individuals.

(g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days' notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders, it shall not again be passed by the Board of Directors prior to the next Annual Meeting of the Corporation.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 5th day of March, 1988.

WITNESS:

Lori Wolfe _____ (SEAL)
DR. AUDIE G. KLINGLER

Lori Wolfe _____ (SEAL)
ROBERT G. KLINGLER, SR.

Lori Wolfe _____ (SEAL)
MARY KLINGLER

Lori Wolfe _____ (SEAL)
ROBERT D. KLINGLER, JR.

3002 1622

STATE OF MARYLAND, ALLEGANY COUNTY, TO_WIT:

I HEREBY CERTIFY, That on this 5th day of March, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DR. AUDIE G. KLINGLER, ROBERT G. KLINGLER, SR., MARY KLINGLER, and ROBERT G. KLINGLER, JR., each being satisfactorily made known to me, and did each acknowledge the aforegoing Articles of Incorporation to be his and her respective act and deed.

WITNESS my hand and Notarial Seal.

Thomas N. Berry
Notary Public

My Commission expires:

December 30, 1990

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	14	1 Certified Copy 8
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: _____

MAIL TO ADDRESS: Thomas Berry
10 Greene St.
Cumberland, Md
21502

NOTE:

TOTAL FEES 60

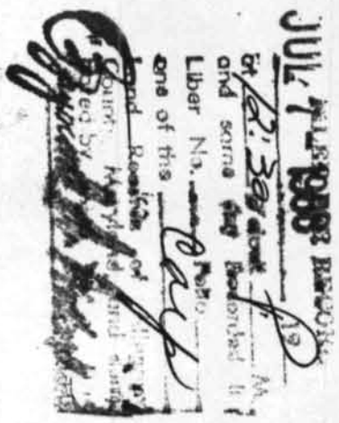
_____Check ✓_____Cash

_____ Documents on _____ checks

APPROVED BY: PCM

CERTIFIED COPY MADE

3004 1624



ARTICLES OF INCORPORATION
OF
WOODLAND RIDGE ESTATES, INC.

LIBER 0333 PAGE 240

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 7, 1988 AT 11:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2514859

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
THOMAS BERRY
10 GREENE STREET
CUMBERLAND MD 21502

170C3010951

A 255736

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 333 FOLIO 245

Compared and Mailed CC Delivered
Tom Berry Esq.
TO 10 Greene St, City
Aug 12 1983 241

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
3/7/88 at 11:54 .m.

ARTICLES OF INCORPORATION

OF

ALLEGANY DESIGNS, INC.

FIRST: The undersigned, Donald Pete Renotas, whose post office address is 20 Potomac Street, Cumberland, Maryland 21502; Donald Richard Renotas, whose post office address is 827 Virginia Avenue, Cumberland, Maryland 21502; Norma Jean Hendrickson, whose post office address is 20 Potomac Street, Cumberland, Maryland 21502; and Thomas N. Berry, whose post office address is 10 Greene Street, Cumberland, Maryland 21502, each being at least twenty-one years of age, do hereby associate ourselves as Incorporators, with the intention of forming a Corporation under and by virtue of the laws of the State of Maryland.

SECOND: The name of the Corporation, hereinafter sometimes called the "Corporation" is:

ALLEGANY DESIGNS, INC.

THIRD: The purposes for which the Corporation is formed and the businesses or objects to be carried on and performed by it are as follows:

A. To engage in business and commerce in the retail and wholesale merchandising, purchase, sale or o ther transactions as a principal, agent, developer, franchised or franchising agent, factor, broker or in any other fashion to deal with equipment or material, parts, manufactured goods, development or invention of goods of all or any kind, use or purpose, including copyright, patent, financing, promotion, manufacturing, distribution and sales and establishing or consulting in the organization of business structures to carry out such purposes; to promote or engage in businesses of every kind; and to do all things necessary or desirable in connection with any operations undertaken in the course of such businesses or enterprises.

88 MAR -7 A 11:54

80678675 3002 1583

B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, equipment and other personal property of every kind.

C. To purchase, lease or otherwise acquire, hold, develop, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

D. To transact for itself or for the account of others the business of general brokers, general agents, commercial agents or buyers and sellers of, dealers in, importers and exporters of raw materials, parts, manufactured goods, equipment, supplies and new or used merchandise of all kinds.

E. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any businesses, wholesale or retail, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

F. To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect to, sell and otherwise turn to account, the same.

G. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold,

sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependence of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

H. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real, or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

I. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or

facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

J. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, district, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumerations of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is No. 10 Greene Street, Cumberland, Maryland; and the resident Agent of said Corporation is Thomas N. Berry, whose Post Office address is No. 10 Greene Street, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 500 shares, without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have at least three direc-

tors, which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are as follows: Donald Pete Renotas, Donald Richard Renotas and Norma Jean Hendrickson.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Board of Directors of the Corporation is hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers ofk such other corporation; any directors individually, or any firm of which any director may be a member, may be a part to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with life force and effect as if he were not such director or officer of such other corporation or not so interested.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(d) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be o therwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote o f a majority of the total number of votes entitled to b e cast thereon, except as otherwise provided in this charter.

3002 1588

(f) The Board of Directors shall have power to declare and authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, i.e., payment shall not be in cash to one stockholder and in stock to another; and said Board of Directors shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities, whether associations, partnerships or individuals.

(g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days' notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders, it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation.

IN WITNESS WHEREOF, We hereby sign and execute these Articles of Incorporation, this 27th day of November, 1987.

WITNESS:

Barbara E. Renotas — Donald Pete Renotas (SEAL)
DONALD PETE RENOTAS

Barbara E. Renotas — Donald Richard Renotas (SEAL)
DONALD RICHARD RENOTAS

Barbara E. Renotas — Norma Jean Hendrickson (SEAL)
NORMA JEAN HENDRICKSON

Eleanor Rice — Thomas N. Berry (SEAL)
THOMAS N. BERRY

STATE OF MARYLAND, ALLEGANY COUNTY, To-wit:

I HEREBY CERTIFY, That on this 27th day of November, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DONALD PETE RENOTAS, DONALD RICHARD RENOTAS, NORMA JEAN HENDRICKSON And THOMAS N. BERRY each being satisfactorily made known to me, and did each acknowledge the foregoing Articles of Incorporation to be his or her respective act and deed.

WITNESS my hand and Notarial Seal.

Eleanor Rice
Notary Public

My Commission expires
on 7-1-90

3002 1590

LIBER 0033 FOLIO 249

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	26	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	14	___/___Certified Copy 8
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TOTAL FEES	£60	

Name Change (New Name) _____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS: Thomas Berry
10 Greene St
Cumberland MD
21502

NOTE:

_____Check ✓_____Cash

_____ Documents on _____ checks

APPROVED BY: PCM

CERTIFIED COPY MADE

3002 1591



ARTICLES OF INCORPORATION
OF
ALLEGANY DESIGNS, INC.

LIBER 0333 FOLIO 250

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 7, 1988 AT 11:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2514792

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
THOMAS BERRY
10 GREENE STREET
CUMBERLAND MD 21502

170C3010945

A 255730

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
3002 1582

AT5-060

CM

Compared and ~~Mailed~~ Delivered

TO Shay & Snyder 37 Greene St, Cbld

Aug 12 1988

LIBER 033 PAGE 251

ARTICLES OF INCORPORATION

1988 FEB 24 P 8:33

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CUMBERLAND VALLEY MEAT PACKING, INC.

APPROVED FOR RECORD

3/7/88 at 9:36 A.M.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Joan Catherine Greise, whose address is Rte. 3, Box 507B, Valley Rd., Cumberland, Maryland, 21502, being at least twenty-one (21) years of age, do hereby associate myself as an incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Cumberland Valley Meat Packing, Inc.

THIRD: The purpose for which the Corporation is formed is as follows:

Processing and fabricating meat products.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects of business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

LAW OFFICES OF
SHAY AND SNYDER
37 GREENE STREET
CUMBERLAND, MD 21502
(301) 759-1232

80678239

[redacted]

3003 0944

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The address of the principal office of the Corporation in this State is Rte. 3, Box 508, Valley Rd., Cumberland, Maryland. The name and address of the Resident Agent in the Corporation in this State is Joan Catherine Greise, Rte. 3, Box 507B, Valley Rd., Cumberland, Maryland. Said Resident Agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may increase or decrease pursuant to the Bylaws of the Corporation, but shall never be less that one (1) person.

The name of the director until the first annual meeting or until her successor is duly chosen is Joan Catherine Greise.

SEVENTH: The director, or board of directors, of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now

LAW OFFICES OF
SHAY AND SNYDER
37 GREENE STREET
CUMBERLAND, MD 21502
(301) 759-1232

LIBER 033 FOLIO 253

or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19 day of February, 1988.

WITNESS:

Dawn C. Bartley

Joan Catherine Greise
Joan Catherine Greise

STATE OF MARYLAND, COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 19 day of February, 1988, before me the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Joan Catherine Greise, and acknowledged the execution of the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires: 7-1-92

NOTARY PUBLIC ALLEGANY COUNTY, MD.

LAW OFFICES OF
SHAY AND SNYDER
GREENE STREET
CUMBERLAND, MD 21502
(301) 759-1232

PEYRONY
WESTON CO
LIEN RECORD
1986

3003 0946

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 (1) BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Shay + Snyder
37 Greene St
Cumberland MD
21502

NOTE:

TOTAL FEES 49

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

3003 0947

ARTICLES OF INCORPORATION
OF
CUMBERLAND VALLEY MEAT PACKING, INC.

LIBER 033 FOLIO 255

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 7, 1988 AT 9:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2517274

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SHAY & SNYDER
37 GREENE STREET
CUMBERLAND MD 21502

173C3011319

A 256135

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3013 0343

AT5-060

Compared and ~~Mailed~~ Delivered CM
Mike Getty, Esq.
TO 110 Washington St., Cty
Aug 12 1988

LIBER 0333 FOLIO 256

ARTICLES OF INCORPORATION

OF

POTOMAC BOAT RENTAL AND SALES, INC.

THIS IS TO CERTIFY: 3-9-88 9:06a

FIRST: I, Gorman E. Getty, III, who post office address is 110 Washington Street, P. O. Box 839, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is:

POTOMAC BOAT RENTAL AND SALES, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To own, acquire, maintain, lease, rent, sell or otherwise deal in real and personal property, including without limitation, boats and boating supplies, and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route #9, Box 282, Cumberland,

3003 2606

80033254

Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are Edward M. Friend, Route #9, Box 282, Cumberland, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The name of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are: Edward M. Friend, Mary M. Friend and Gorman E. Getty, III.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corpora-

tion shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH:

(1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the

Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific cause by (i) an affirmative vote by a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of March, 1988, and I acknowledge the same to be my act.

WITNESS:

Vickie A Shockey _____ (SEAL)
GORMAN E. GETTY, III

LIBER 0333 PAGE 261

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 8 day of March, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared **GORMAN E. GETTY, III**, and he acknowledged the within and aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal the day and year first above written.

Vicki A Skockey
NOTARY PUBLIC

My Commission Expires:

July 1, 1990

STATE OF MARYLAND LIBER 033 FOLIO 262

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	22	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	12	1 Certified Copy 6.00
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	54	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Gorman Getty
110 Wash. St.
Cumberland Md
21501-0839

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JNS

3003 2612

JUL 7-1988 ... Liber No. ... Folio ... one of the Land Records of Allegany County, Maryland

ARTICLES OF INCORPORATION
OF
POTOMAC BOAT RENTAL AND SALES, INC.

Liber 033 Folio 263

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 9, 1988 AT 9:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 22.00	$

D2518298

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GORMAN GETTY
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

174C3011578

A 256072

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
3003 2605

AT5-060

Compared and ~~Mailed~~ ~~Delivered~~ CM
Ronald Levasseur, Esq.
TO 405 E. Joppa Rd. Towson MD
Aug 12 1988

...T OF ASSESSMENTS
...TION

LIBER 033 FOLIO 264

...RDED

PAUL SNOW, M.D., P.A. 3/14/88 9:24 ...m.

ARTICLES OF INCORPORATION

A CLOSE CORPORATION

FIRST: I, George B. Levasseur, Jr., whose post office address is 213 Washington Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a professional corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is:

PAUL SNOW, M.D., P.A.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in every aspect of the general practice of medicine, within the United States and abroad; including primarily the practice of pathology. The professional services involved in the Corporation's practice of medicine may be rendered only through its officers, agents and employees who are duly licensed, or otherwise legally authorized, to practice medicine in the State of Maryland, provided, however, that as used in this Paragraph (1), the term "employees" shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually and ordinarily considered by custom and practice to be rendering professional medical services to the public for which a license or other legal authorization is required.

(2) Secondarily, to invest its funds in real estate, mortgages, stocks, bonds, and any other types of investment, and to own real and personal property necessary for the rendering of the professional medical services.

(3) To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and as limited by the Professional Service Corporation Act.

FOURTH: That the Post Office address of the Principal Office of the Corporation in this State is 124 3rd Street, Cumberland, Maryland 21502. The name and Post Office address of the Resident Agent of the Corporation in this State is Paul Snow, M.D., 124 3rd Street, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in the State of Maryland.

1988 MAR 14 P 9:26

80748226

1357

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares, without par value. The stockholders shall have no preemptive rights with respect to the capital stock of the Corporation, and the Corporation may issue and sell its capital stock from time to time without offering such shares to the stockholders then holding shares of capital stock. Shares of the Corporation's stock and certificates therefor shall be issued only to doctors authorized and licensed to practice medicine in the State of Maryland, subject to such further limitations as the Bylaws of the Corporation may prescribe or as may be agreed among the stockholders.

SIXTH: The number of directors of the Corporation shall be two (2); which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than two (2). The names of the directors, who shall act until the first annual meeting or until their successors are duly elected and have qualified, are: Paul Snow and Faye A. Snow. The Board of Directors shall have continuing exclusive authority to make the decisions necessary to the conduct of the business of the Corporation, including, without limiting the generality of the foregoing, the powers to assign cases to physician-employees and to fix fees for professional services.

SEVENTH: The Corporation shall have the power to indemnify by express provision in its Bylaws, by Agreement, or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit sharing, deferred compensation, or any other employee benefit maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprise. Provided, however, that the Corporation shall not have the power to indemnify any person if such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 10th day of March, 1988.

George B. Levasseur, Jr.

3004 1358

033 266

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 0506 COUNTY 51

_____ ✓ P.A ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES		

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Ronald Levasseur
405 E. Joppa Rd #700
Towson, Md 21204

NOTE:

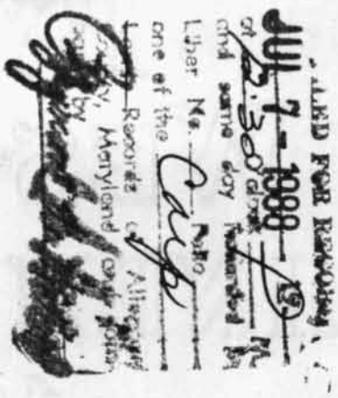
40 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: A

3004 1359

V



ARTICLES OF INCORPORATION
OF
PAUL SNOW, M.D., P.A.

LIBER 0333 PAGE 267

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 14, 1988 AT 9:26 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2519692

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
RONALD LEVASSEUR
405 E. JOPPA ROAD, #100
TOWSON MD 21204

176C3011768

A 256449

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
3004 1356

Compared and Mailed ~~Delivered~~ CM
TO James G. Neilson 137 Ormand St. Frbg.
Aug 12 19 88

CERTIFIED TRUE COPY

By Lois N. Kesner
Lois N. Kesner,
Notary Public
My commission expires: 7/1/90

LIBER 033 PAGE 268

137 Ormand Street
Frostburg, Md. 21532
March 15, 1988

Bond Home Center, Incorporated
43 McCulloh Street
Frostburg, Maryland 21532

Dear Sirs:

In view of the fact that I have had no interest whatsoever in a corporation known as Neilson Bros. Supply Company, Inc. since the sale of real property and transfer of stock in May of 1980, please be advised that I hereby notify you that I revoke, rescind and relinquish my position as Resident Agent for Neilson Bros. Supply Company, Inc., and also for the corporation known as Bond Home Center, Incorporated, pursuant to Title 2, Subtitle 108, Corporations and Associations Volume of the Annotated Code of Maryland.

By copy of this letter, I have notified the State Department of Assessments and Taxation, Corporate Charter Division, of my resignation as Resident Agent for both of the above corporations.

Very truly yours,

James G. Neilson

JAMES G. NEILSON

JGN/k

cc: State Department of Assessments and Taxation
Corporate Charter Division

Gorman Getty, Esquire
Attorney for Bond Home Center, Incorporated

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
3/17/88 at 10:33 A.m.

1988 MAR 17 P 10:33

80818290

no Recd

STATE OF MARYLAND (0-) 215

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE ____ ____ BUSINESS CODE _____ COUNTY 01

D0384164 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
70	$1.00	Recording Fee
55		Foreign Corporation
75	$5.00	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standings
NA		Foreign Corporation Registration
87		____Limited Part. Good Standings
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
___		Other _____
___		Other _____
TOTAL FEES	$9.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

___ Designation of Resident agent and Agent's Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

James A Nelson
137 Armand Street
Crosby Md 21532

NOTE:

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: MK

3007 3854

FILED FOR RECORD
JUL 7 - 1988 12
Liber No. 0333 Folio 270
One of the Land Records of Allegany County, Maryland

RESIGNATION OF RESIDENT AGENT
OF
BOND HOME CENTER, INC.

LIBER 0333 PAGE 270

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 17, 1988 AT 10:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 3.00	$ 5.00

D0384164

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JAMES G. NEILSON
RUTH L. NEILSON
137 ORMAND ST.
FROSTBURG MD 21532

183C3012762

A 257327

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND
BONA VOLVNTATIS TVA CORONASTI SCALO 1638

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2003 2852

CM

Compared and Mailed ~~Delivered~~

Conrad Zimmerman

TO 9 Clubhouse Rd. LaVale

LIBER 0333 PAGE 271 Aug 12 1988

A AND Z CARPET CLEANING, INC.

A CLOSE CORPORATION UNDER ~~STATE~~ TITLE 4 DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION

APPROVED FOR RECORD

4/4/88 at 8.58 .m.

FIRST: The undersigned, Conrad Craig Zimmermann and Christine Marie Zimmermann, whose post office address is 9 Clubhouse Road, LaVale, Maryland 21502, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is A and Z Carpet Cleaning, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purposes for which the Corporation is formed are to provide various commercial and residential services.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 9 Clubhouse Road, LaVale, Allegany County, 21502. The name and post office address of the resident agent of the Corporation in Maryland are Christine Marie Zimmermann, 9 Clubhouse Road, LaVale, Allegany County, 21502.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 200 shares of the par value of $10.00 a share, all of one class, and having an aggregate par value of $2,000.00.

SEVENTH: The number of directors of the Corporation shall be two which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Conrad Craig Zimmermann and Christine Marie Zimmermann.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on March 29, 1988, and severally acknowledge the same to be our act.

Conrad Craig Zimmermann

Conrad Craig Zimmermann

Christine Marie Zimmermann

Christine Marie Zimmermann

1988 APR -4 P 8:58

3010 1333

STATE OF MARYLAND LIBER 0333 PAGE 272

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Conrad Zimmerman
9 Clubhouse Rd.
La Vale, Md 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

3010 1334

JUL 25 1988

ARTICLES OF INCORPORATION
OF
A AND Z CARPET CLEANING, INC.

LIBER 0133 PAGE 273

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 4, 1988 AT 8:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

2

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2533735

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CONRAD ZIMMERMAN
9 CLUBHOUSE ROAD
LAVALE MD 21502

190C3010377

A 258088

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2010 1332

Compared and ~~Mailed~~ Delivered CM
TO Greg Getty, Esq. 10 S.S. Centre St, City
Aug 12 19 87

LIBER 033 PAGE 274

W.D.S. REALTY
LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

DATED: MARCH 28, 1988

1988 APR 19 A 8:38

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
4-4-88 at 8:38a .m.

[redacted]

8110808 301 481 801

LIBER 033 PAGE 275

W.D.S. REALTY
LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

In compliance with the Maryland Revised Uniform Limited Partnership Act of the State of Maryland, 1981, Ch. 801, § 2, the undersigned, being all the partners (the "Partners") of W.D.S. REALTY LIMITED PARTNERSHIP (the "Partnership") formed pursuant to the Agreement of Limited Partnership dated as of March 28, 1988 (the "Partnership Agreement"), hereby certify as follows;

I. Name of Partnership. The name of the Partnership is W.D.S. REALTY LIMITED PARTNERSHIP.

II. Character of Business. The purposes of the Partnership are (a) to purchase and own real estate; (b) to provide services related to maintenance and operation of such real estate; (c) to enter into, make and perform all contracts and other undertakings, including, with respect to rents, sales, charges, capitalization, rate of return or method of operation, and to engage in all activities and transactions as may be necessary in order to carry out any of the foregoing purposes, including, but not limited to, the following: (i) to purchase, transfer, mortgage, pledge and acquire and exercise otherwise all rights, powers, privileges and other incidents of ownership with respect to real and personal property; (ii) to borrow or raise monies without limitation as to amount, and to secure the payment of any obligations of the Partnership by mortgage, hypothecation, pledge or other security, assignment or arrangement of all or part of the property of the Partnership; and (iii) to rent or acquire office space, to engage personnel and to do such other acts as may be necessary or advisable in connection with such offices and personnel.

III. Place of Business and Resident Agent. The principal office of the Partnership is Route 36 Motor City, Cumberland, Maryland 21045. The Partnership shall have such other or additional offices as the General Partners shall deem advisable. The resident agent of the Partnership is William D. Smith, Jr. whose principal office address is Route 36, Motor City, Box 239, Cumberland, Maryland. 21045

IV. Partners. The name and place of residence of each Partner and the designation of each Partner as general or limited, are as follows:

3014 1302

Name	Residence	Character
J. Glenn Beall, Jr.	Beal Lane Frostburg, Maryland 21532	General
William D. Smith, Jr.	701 Washington Street Cumberland, Maryland 21502	General
J. Glenn Beall, Jr. as Trustee of the Marital Trust under the Will of William Donald Smith	Beal Lane Frostburg, Maryland 21532	Limited
William D. Smith, Jr. as Trustee of the Marital Trust under the Will of William Donald Smith	701 Washington Street Cumberland, Maryland 21502	Limited
J. Glenn Beall, Jr. as Trustee of the Residuary Trust under the Will of William Donald Smith	Beall Lane Frostburg, Maryland 21532	Limited
William D. Smith, Jr. as Trustee of the Residuary Trust under the Will of William Donald Smith	701 Washington Street Cumberland, Maryland 21502	Limited

V. Term. The term for which the Partnership is to exist commenced on March 28, 1988, and will continue until December 31, 2050, or until prior termination as provided in the Partnership Agreement.

VI. Contributions of the Limited Partners. The Limited Partners have contributed all their right, title and interest in the various real estate located in the Commonwealth of Pennsylvania, State of Maryland and Commonwealth of Virginia having an agreed aggregate value of $2,318,000.

VII. Additional Contributions of Limited Partners. The Limited Partners will be required to make additional contributions, in cash, as required by the General Partners to provide any additional funds necessary.

VIII. Return of Contributions of Limited Partners. No time has been established for the return of any contributions to capital of the Limited Partners prior to the dissolution of the Partnership.

IX. Share of Profits by Limited Partners. The Limited Partners shall receive in the aggregate ninety-nine point nine thousand seven hundred ninety-two percent (99.9792%) of the profits of the Partnership, in proportion to their respective percentage interests, no other compensation by way of income, by reason of their contributions to the capital of the Partnership.

X. Substitution of Assignee as Limited Partner. The Limited Partners may not substitute an assignee as contributor or partner in their place except by first offering their interest in the Partnership to the General Partners, by will or intestacy, by inter vivos gift, by sale for consideration, by contribution to capital, by merger or consolidation, by distribution or liquidation or otherwise to any associate of any Limited Partner as defined in the Partnership Agreement.

XI. Addition of Limited Partners. The General Partners are given the right to admit as limited partners to the Partnership any persons who contribute to capital of the Partnership in accordance with the Partnership Agreement as well as any assignees of a Limited Partner as indicated in Article X hereof.

XII. Priority Among Limited Partners. No present or future Limited Partner has any priority over any other Limited Partner as to contributions, compensation by way of income, or otherwise.

XIII. Death, Retirement or Insanity of a General Partner. The death, retirement, legal incapacity or bankruptcy of a General Partner causes a dissolution of the Partnership; but, upon the death, retirement, legal incapacity or bankruptcy of a General Partner, the surviving General Partner or a majority of the Limited Partners are given the right to continue the business of the Partnership in accordance with the Partnership Agreement.

XIV. Right of Limited Partners to Receive Property Other Than Cash in Return for Contributions. No Limited Partner is given any right to demand and receive property other than cash in return for his contribution to the capital of the Partnership.

IN WITNESS WHEREOF, the undersigned partners of W.D.S. Realty Limited Partnership have executed and sworn to this Certificate this 28th day of March 1988.

Witness:

GENERAL PARTNERS

J. Glenn Beall, Jr.

William D. Smith, Jr.

LIMITED PARTNERS

J. Glenn Beall, Jr., as Trustee of the Marital Trust

William D. Smith, Jr., as Trustee of the Marital Trust

J. Glenn Beall, Jr., as Trustee of Realty Trust

William D. Smith, Jr., as Trustee of Realty Trust

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

On this, the 28th day of March 1988, before me, the undersigned Notary Public, personally appeared J. GLENN BEALL, JR. known to me or satisfactorily proven to be the person whose name is subscribed to the within Certificate of Limited Partnership and acknowledged that he executed the same for the purposes and in the capacities therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

(Notarial Seal)

My Commission Expires:

KEITH E. GAMBLE, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES APRIL 15, 1991
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF ALLEGHENY)

On this, the 28th day of March 1988, before me, the undersigned Notary Public, personally appeared WILLIAM J. SMITH, JR., known to me or satisfactorily proven to be the person whose name is subscribed to the within Certificate of Limited Partnership and acknowledged that he executed the same for the purposes and in the capacities therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

(Notarial Seal)

My Commission Expires:

KEITH E. GAMBLE, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES APRIL 15, 1991
Member, Pennsylvania Association of Notaries

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 05 4 BUSINESS CODE _____ COUNTY 31

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	12	1 Certified Copy 6 pgs
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	50	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	____Corp. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	~~$50~~ $62	

Name Change (New Name) _____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: H. Gregory
Skidmore, P.A.
103 South Centre St
Cumberland md
21501-0360

NOTE:

/ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: 15

3014 1307

CERTIFICATE OF LIMITED PARTNERSHIP
OF
W.D.S. REALTY LIMITED PARTNERSHIP

LIBER 033 PAGE 281

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 4, 1988 AT 8:38 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 50.00	$

M2544278

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. GREGORY SKIDMORE, P.A.
103 SOUTH CENTRE ST.
CUMBERLAND MD 21501 0360

199C3012122

A 259749

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3014 1300

Compared and ~~Mailed~~ Delivered CR
TO Walsh, Walsh, Sinclair & Eng. Liberty Trust Bldg. City
Aug 12 1988

LIBER 033 FOLIO 282

MT. SAVAGE, MARYLAND
MASON-DIXON LIONS CLUB, INCORPORATED

ARTICLES OF INCORPORATION

I, G. DOUGLAS REINHARD, Certify to the State Department of Assessments and Taxation as follows:

1. My post office address is 927 Braddock Road, Cumberland, Maryland, 21502, I am older than 18 years of age and I act under the Corporations and Associations Article of the Annotated Code of Maryland as incorporator with the intention of forming a nonstock-nonprofit corporation.

2. The name of the corporation (the Corporation) is **Mt. Savage, Maryland Mason-Dixon Lions Club, Incorporated.**

3. The purposes for which the Corporation is formed and the objects to be carried on and promoted by it are as follows:

A. To create and foster a spirit of understanding among the people of the world.

B. To promote the principles of good government and good citizenship.

C. To take an active interest in the civic, cultural, social and moral welfare of the community.

D. To unite the clubs in the bonds of friendship, good fellowship and mutual understanding.

1988 APR -6 P 8:12

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4/6/88 at 8:12 a.m.

80978074 3012 2283

E. To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.

F. To encourage service minded men and women to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

G. Generally to carry out at Mt. Savage, Allegany County, Maryland, the principles and teachings of The International Association of Lions Clubs, a service club organization with whom the Corporation is affiliated.

H. To exercise, except as limited in these Articles, all the powers granted to corporations by the laws of the State of Maryland.

I. To incorporate the previously unincorporated association known as the **Mt. Savage, Maryland Mason-Dixon Lions Club,**

4. The Corporation is chartered by, and under the supervision of, The International Association of Lions Club of Oak Brook, Illinois, and is governed by the Constitution and Bylaws of that Association.

5. The post office address of the place at which the principal office of the Corporation in this state will be located is **Route 1, Box 106B, Mt. Savage, Maryland, 21545.**

6. The Resident Agent of the Corporation is **James R. Bohn, Route 1, Box 106B, Mt. Savage, Maryland, 21545.** The Resident Agent is a resident of the State of Maryland and actually resides there.

7. The Corporation shall have not less than three directors which number may be increased pursuant to the bylaws of the Corporation and James R. Bohn, Richard C. Burkhart and Ernie E. O'Baker shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

8. The Corporation shall not be authorized to issue capital stock.

I acknowledge these Articles to be my act.

WITNESS My signature and seal this 4th day of April, 1988.

WITNESS:

Mary O. Emerick G. Douglas Reinhard (SEAL)

G. DOUGLAS REINHARD

LIBER 0333 FOLIO 285

STATE OF MARYLAND,

ALLEGANY COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 4th day of April, 1988, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared G. DOUGLAS REINHARD, known to me (or satisfactorily proved) to be the person whose name is subscribed to the foregoing instrument and he acknowledged that he executed the same for the purposes therein contained.

WITNESS my signature and Notarial Seal the day and year last written above.

Nancy C. Fazio
Notary Public

My Commission Expires
July 1, 1990

3012 2286

USER 0033 286

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE 04 COUNTY 51

_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	49.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: Walsh, Walsh + Klinhart

MAIL TO ADDRESS: Liberty Trust Bldg. Room 504 Cumberland, MD 21502

NOTE:

___/___ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DTC

3012 2287

ARTICLES OF INCORPORATION
OF
MT. SAVAGE, MARYLAND MASON-DIXON LIONS CLUB,
INCORPORATED

LIBER 0333 PAGE 287

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 6, 1988 AT 8:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2535318

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: WALSH, WALSH & REINHART
LIBERTY TRUST BLDG., ROOM 504
CUMBERLAND MD 21502

191C3010579

A 258402

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3012 2282

LIBER 083 FOLIO 288

Compared and ~~Mailed~~ Delivered CM
Wilson & Wilkinson, PA.
TO 100 S. Liberty St, City
Aug 12 1988

ARTICLES OF INCORPORATION

OF

WHEELS OF INDUSTRY, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, Stephen C. Wilkinson, whose address is 100 South Liberty Street, Cumberland, Maryland, being of full legal age, does under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

WHEELS OF INDUSTRY, INC.

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in the retail and wholesale sales of motor vehicles and related parts and the servicing and repair thereof.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

80388117

1988 MAR 30 P 4:23
1989 APR -7 P 4:59

[redacted]

3011 0051

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any

other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies in the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Directors of the Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such limitations and restrictions,

if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are pecuniarily or otherwise interested in, or are Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders or officers of, such corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, or a majority thereof; and any Director of this Corporation, or stockholder, who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, who shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends are paid to the

stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of the, or any such surplus, or net profits. The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors or stockholders shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Directors, and as of the effective date of the election of the Corporation to ahve no Board of Directors, the stockholders, in their discretion may determine, and at such price as the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may, as said Directors, and as of the effective date of the election of the Corporation to have no

Board of Directors, the stockholders, shall determine, be offered to holder of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, subject to any limitations or restriction herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Rt 53, Winchester Road, Cumberland, Maryland, 21502. The resident agent of the Corporation is Lawrence Campbell, whose post office address is Rt 53, Winchester Rd, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two (2) Directors who shall be Lawrence Campbell and Edward McLellan, provided, however, that from and after the Organization Meeting of the Directors and the issuance of stock at such meeting, that the

Corporation shall elect to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporation and Associations Volume of the Annotated Code of Maryland.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand share of the par value of One Hundred Dollars ($100.00) each.

EIGHTH: The Corporation elects to be treated as a Close Corporation, and its duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of March, 1988.

WITNESS:

Debra D. Blank

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, That on this 25th day of March, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra D. Blank
Notary Public

DEBRA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD

My Commission Expires: 7/1/90

3011 0058

LIBER 0333 PAGE 296

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20.00	Organ. & Capitalization
61	20.00	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Wilson + Wilkinson, P.A.

MAIL TO ADDRESS: 100 S. Liberty Street Cumberland, MD 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: MC

3011 0059



ARTICLES OF INCORPORATION
OF
WHEELS OF INDUSTRY, INC.

LIBER 0233 PAGE 297

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 7, 1988 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2535722

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: WILSON & WILKINSON, P.A.
100 S. LIBERTY ST.
CUMBERLAND MD 21502

192C3010695

A 258507

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3011 0050

Compared and Mailed Delivered CM

TO Gary Hanna, esq. 71 Prospect Sq, Cbld

Aug 12 88

AND TAXATION

APPROVED FOR RECORD

LIBER 033 FOLIO 295 7/8/88 at 9:16 m.

ARTICLES OF INCORPORATION

FIRST: I, G. GARY HANNA, whose post office address is 71 Prospect Square, Cumberland, Allegany County, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Roy Ritchie Memorial Heart Foundation , Inc.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more, specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will,

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3011 0192

deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) This Corporation shall not:

1) Engage in any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1954, which would cause any tax liability under Section 4941(a) of the Internal Revenue Code of 1954;

2) Retain any "excess business holdings," as defined in Section 4943(c) of the Internal Revenue Code of 1954, which would cause any tax liability under Section 4943(a) of the Internal Revenue Code of 1954;

3) Make any investment which would jeopardize the carrying out of any of its exempt purposes under Section 4944 of the Internal Revenue Code of 1954 and cause any tax liability under Section 4944(a) of the Internal Revenue Code of 1954; or

4) Make any "taxable expenditures," as defined in Section 4945(d) of the Internal Revenue Code of 1954, which would cause any tax liability under Section 4945(a) of the Internal Revenue Code of 1954. (An. Code 1957, art. 23, Section 445; 1975, ch. 311, Section 2; 1976, ch. 90.)

(d) Includable among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) and (c) of this Article THIRD are the following:

1) To conduct an annual golf tournament and other fund raising events for the purpose of obtaining funds to contribute to heart research, heart patients, the families of heart patients, or any other person or entity associated with the treatment and care of heart patients. All such purposes shall be carried out without discrimination as to race, creed, color, sex, or national origin. All such donations shall be made after a formal vote by the majority of the Board of Directors of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 157 East Main Street, Frostburg, Allegany County, Maryland 21532. The name and post office address of the Resident Agent of the Corporation in this State is William Rowe, 157 East Main Street, Frostburg, Maryland 21532.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be Five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be

less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

William Rowe

Joseph Durst, III

Kurt Humbertson

Jerry Delaney

Rich Harris

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the

benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) on the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent

federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been

determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14 day of March, 1988, and acknowledge same to be my act.

WITNESS:

Mary V. Farrell — L. Gary Crowe

LIBER 0333 PAGE 306

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 5 BUSINESS CODE 04 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ✓ ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: L. Gary Hanna, Esq.

MAIL TO ADDRESS: 71 Prospect Square Cumberland, MD 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DTL

3011 0200



ARTICLES OF INCORPORATION
OF
ROY RITCHIE MEMORIAL HEART FOUNDATION, INC.

LIBER 033 PAGE 307

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 7, 1988 AT 9:16 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 26.00	$

D2535995

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: G. GARY HANNA, ESQ.
71 PROSPECT SQUARE
CUMBERLAND MD 21502

192C3010722

A 258534



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3011 0191

Compared and ~~Mailed~~ Delivered ON
TO Paul Barnett Esq 234 Baltimore Ave
Aug 12 1988

LIBER 033 FOLIO 308

ARTICLES OF INCORPORATION
OF
COMFORT AIR SYSTEMS, INC.

WE, the undersigned residents of the State of Maryland, and each being twenty-one of age or more, do hereby associate ourselves together for the purpose of forming a corporation under the general laws of the State of Maryland.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4/15/88 at 8:39 a.m.

1988 APR 15 P 8:39

FIRST

The name of the Corporation shall be:

COMFORT AIR SYSTEMS, INC.

SECOND

The period of duration of the Corporation shall be perpetual.

THIRD

The purposes for which the Corporation is formed, and the business or objects to be carried on and promoted by it are as follows:

1. To engage in the general business of installation of air-conditioning and heating, as contractor or subcontractor, in new construction or as repairs or remodelling of existing structures; and to manufacture, buy, sell and otherwise deal in

3013 2066

81068030

LAW OFFICE
OF
ARNETT & BARNETT
34 Baltimore Avenue
umberland, Maryland
21502
Telephone 722-2745

air-conditioning and heating fixtures, accessories and fittings necessary or useful in such occupation.

2. To engage in the business of buying, selling, distributing, leasing, servicing, repairing, and otherwise dealing in air-conditioning equipment, heating units, materials, machinery and equipment of allied lines.

3. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invest, improve, equip, repair, alter fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the aforegoing) deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or

LAW OFFICE
OF
BARNETT & BARNETT
234 [redacted]timore Avenue
Cum[redacted]and, Maryland
21502
Telephone 722-2745

domestic, or of any government of subdivision or agency thereof, documents of title and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved) and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

4. To hire and employ agents, servants and employees and to enter into agreements of employment and collective bargaining agreements, and to act as agency, contractor, trustee factor or otherwise, either alone or in company with others.

5. To promote or aid in any manner, financially or otherwise any person, firm association or corporation, and to guarantee contracts and other obligations.

6. To have and to exercise all powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

LAW OFFICE
OF
ARNETT & BARNETT
34 Baltimore Avenue
umberland, Maryland
21502
Telephone 722-2745

7. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

8. The aforegoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in noway limited or restructed by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in futherance of, and in addition to and not in limitation of said general powers.

FOURTH

The Post Office Address of the principal office of the corporation in this state is:

1210 LaVale Avenue
LaVale, Maryland 21502

The Resident Agent of the corporation is:

DEAN C. STALEY

3013 2069

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

1210 LaVale Avenue
LaVale, Maryland 21502

Said Agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH

The total number of shares which the Corporation has authority to issue is One Thousand (1000), shares, without par value, all of one class. That pursuant to the provisos of Section 1.47 (b) of Title 26 of the Code of Federal Regulations, all stockholders have opted to be treated as a small business corporation (Sub Chapter S) and to have its income taxed directly to its stockholders, whether distributed to them or not.

SIXTH

The number of directors of the Corporation shall be Three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than (3) at any time, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

DEAN C. STALEY
1210 LaVale Avenue
LaVale, Maryland 21502

SHARON A. STALEY
1210 LaVale Avenue
LaVale, Maryland 21502

LAVADA J. STALEY
14 National Highway
LaVale, Maryland 21502

LAW OFFICE
OF
ARNETT & BARNETT
34 Baltimore Avenue
umberland, Maryland
21502
Telephone 722-2745

LIBER 033 PAGE 313

SEVENTH

The Board of Directors shall have authority to make, adopt, and amend such by-laws as they deem best, providing they are not inconsistent with these Articles of Incorporation, as may be necessary or desired in the conduct of the business corporation. The Board shall also elect a President, Vice-President, Secretary and Treasurer for the Corporation, who shall be chosen and hold office subject to the provisos of the By-Laws adopted by the said Board of Directors. The Board shall have the power to delegate authority for the general management of the business and purposes of this corporation, as they may deem practical, expedient and necessary in the conduct of the corporation business and the advancement of its objectives.

EIGHTH

These Articles of Incorporation may be amended in any particular by a two-thirds (2/3) vote of the entire Board of Directors, provided that at least ten (10) days notice has been given personally or sent by registered mail to all members of the Board of Directors of any proposed amendment, and the place, date and time of the meeting of the Board of Directors when said proposed amendment will be presented for adoption.

LAW OFFICE
OF
BARNETT & BARNETT
234 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 13th day of April, 1988.

3013 2071

LIBER 033 PAGE 314

Dori L. Phillips
WITNESS

Dean C. Staley SEAL
DEAN C. STALEY

Dori L. Phillips
WITNESS

Sharon A. Staley SEAL
SHARON A. STALEY

Tim L. Phillips
WITNESS

Lavada J. Staley SEAL
LAVADA J. STALEY

LAW OFFICE
OF
ARNETT & BARNETT
34 Baltimore Avenue
umberland, Maryland
21502
Telephone 722-2745

3013 2072

LIBER 033 PAGE 315

AFFIDAVIT

STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 12th day of April, 1988, before me personally appeared DEAN C. STALEY and SHARON A. STALEY, his wife, and they did acknowledge that the aforegoing Articles of Incorporation are their act and deed and that they are true to the best of their knowledge, information and belief.

Tori L. Phillips
NOTARY PUBLIC

My Commission Expires: 7/1/90

AFFIDAVIT

STATE OF MARYLAND, COUNTY OF ALLEGANY, to wit:

I HEREBY CERTIFY, that on this 12th day of April, 1988, before me personally appeared LAVADA J. STALEY, and she did acknowledge that the aforegoing Articles of Incorporation are her act and deed and that they are true to the best of her knowledge, information and belief.

Tori L. Phillips
NOTARY PUBLIC

My Commission Expires: 7/1/90

LAW OFFICE
OF
ARNETT & BARNETT
34 Baltimore Avenue
Cumberland, Maryland
21502
Telephone 722-2745

3013 2073

1133 316

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 024 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	22	Organ. & Capitalization
61	24	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	46.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Paul W. Barnett, Esq.

MAIL TO ADDRESS: Barnett + Barnett 234 Baltimore avenue Cumberland, MD 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DM

3013 2074

ARTICLES OF INCORPORATION
OF
COMFORT AIR SYSTEMS, INC.

LIBER 0333 PAGE 317

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 15, 1988 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

9

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 22.00	$ 24.00	$

D2543056

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BARNETT & BARNETT
ATTN: PAUL W. BARNETT, ESQUIRE
234 BALTIMORE AVENUE
CUMBERLAND MD 21502

198C3011979

A 259617

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2013 2065

AT5-060

CM

Compared and ~~Mailed~~ Delivered

TO Donald Goldbloom, Esq. 16 N. Liberty St. Cbld

Aug 12 19 88

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 033 318

APPROVED FOR RECORD

4-15-88 at 9:32a m.

FLINTSTONE AREA CITIZENS OPPOSED TO LOCAL QUARRIES, INC.

ARTICLES OF INCORPORATION

FILED APR 15 9 32

FIRST: I, Donald S. Goldbloom, whose post office address is 16 N. Liberty Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Flintstone Area Citizens Opposed to Local Quarries, INC.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such educational and charitable, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the

3014 0696

81068145

FILED MD 31 A 9:06

DONALD S. GOLDBLOOM
ATTORNEY AT LAW
16 N. LIBERTY STREET
CUMBERLAND, MD 21502
301-777-1599

instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such a manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for such other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(C)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for educational and charitable, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in

furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

To promote the education of citizens in the Flintstone area and its surrounding

communities, in quarrying activities and other uses of the natural resources of the area, and for any other educational and charitable purpose.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 65, Wilson Road, Flintstone, Maryland 21530. The name and post office address of the Resident Agent of the Corporation in this State are George Fellows, Route 2, Box 65, Wilson Road, Flintstone, Maryland 21530. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name(s) of the Director(s), who shall act until the first annual meeting or until a successor(s) is/are duly chosen and qualified, is George Fellows, Route 2, Box 65, Wilson Road, Flintstone, Maryland 21530; Mildred A. Pocta, Route 2, Box 71, Flintstone, Maryland 21530; Shelly Strosnider, Williams Road, Cumberland, Maryland 21502.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or unexpedient nature, the assets of the Corporation then remaining in the Hands of the

Corporation shall be distributed, transferred, conveyed, delivered, and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the Laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the Laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings, of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal

income tax under Section 501(C)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(C)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(C) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3014 0701

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of March, 1988, and I acknowledge same to be my act.

Scott Miller

3014 0702

0033 325

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ✓Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	24	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	44	

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____
Donald Goldbloom
16 N. Liberty St
Cumberland, Md
21502

NOTE:

Artl. Received to correct name in second art.

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

3014 0703



ARTICLES OF INCORPORATION
OF
FLINTSTONE AREA CITIZENS OPPOSED TO LOCAL QUARRIES, INC.

LIBER 033 PAGE 326

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 15, 1988 AT 9:32 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 24.00	$

D2543452

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DONALD GOLDBLOOM
16 N. LIBERTY ST.
CUMBERLAND MD 21502

199C3012040

A 259680

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3014 0695

Compared and Mailed ~~Delivered~~ CM

B.E.E., Inc.

TO P.O. Box 1342, Cbld.

Aug 12 1988

The House of the Bumblebee

LIBER 033 FOLIO 327

B.E.E., Inc.

P.O. Box 1342 • Cumberland, MD 21502

April 5, 1983

TO WHOM IT MAY CONCERN:

THE STOCKHOLDERS OF B.E.E., INC., A CORPORATION ORGANIZED IM MARYLAND, 3-28-83, ID # D1544527, DULY APPROVED A RESOLUTION AS FOLLOWS:

RESOLVED: THAT THE PRINCIPAL OFFICE ADDRESS OF THE CORPORATION IS CHANGED TO: 332 BALTIMORE AVENUE, CUMBERLAND, MARYLAND 21502.

I, HARRY J. BUNCH, PRESIDENT, CERTIFY UNDER THE PENALITIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION, AND BELIEF THE FOREGOING RESOLUTION IS TRUE IN ALL MATERIAL RESPECTS.

Harry J. Bunch

HARRY J. BUNCH
PRESIDENT

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
4/15/83 at 8:30 A.m.

3013 2676

(301)·777·7236

STATE OF MARYLAND 0133 PAGE 328

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D1544327 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	___Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
70	$3.00	Recording Fee
75	$5.00	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	____Corp. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	$8.00	

Name Change (New Name) _____

___ Change of Name

✓ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

___ Designation of Resident agent and Agent's Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

B. E. Ey Inc

P. O. Box 1342

Cumberland, MD 21502

NOTE:

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: _____

3013 2677

FILED FOR RECORD JUL 25 1988 at 2:50 o'clock P M. and same day recorded in Liber No. [illegible] Folio [illegible] one of the Land Records of Allegany County, Maryland. Examined by [illegible]

CHANGE OF PRINCIPAL OFFICE
OF
B.E.E., INC.

LIBER 033 FOL 329

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 15, 1988 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 3.00	$ 5.00

D1544527

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
B.E.E., INC.
P.O. BOX 1342
CUMBERLAND MD 21502

200C3012365

A 259973

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3013 2675

Compared and ~~Mailed~~ Delivered CM

TO Gray & Snyder 319 Greene St, City

Aug 12 19 87

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

4/15/88 at 9:56 a.m.

ARTICLES OF INCORPORATION

OF

SAVAGE RIVER LOG HOMES, INC.

LIBER 033 FOLIO 330

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Terry E. Norris and Janey B. Norris, whose post office address is 267 Armstrong Avenue, Frostburg, Maryland, 21532, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Savage River Log Homes, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

The purpose is for carrying on the business of selling and building log homes, buildings, and additions to existing homes.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law,

81068115 3014 0962

1988 APR 15 A 9:56

and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 267 Armstrong Avenue, Frostburg, Maryland, 21532. The name and post office address of the resident agent of the Corporation in this State is Terry E. Norris, 267 Armstrong Avenue, Frostburg, Maryland, 21532. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

B. If there is stock outstanding and so long as there are less than (3) stockholders, the number of directors may be less than three (3), but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Terry E. Norris and Janey B. Norris.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 11th day of April 1988.

WITNESS:

Michael W. Sharp — Terry E. Norris (SEAL)
TERRY E. NORRIS

Michael W. Sharp — Janey B. Norris (SEAL)
JANEY B. NORRIS

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 11th day of April, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, TERRY E. NORRIS and JANEY B. NORRIS, and acknowledged the execution of the foregoing Articles of Incorporation to be their respective voluntary acts.

WITNESS my hand and Notarial Seal.

Michael W. Sharp
NOTARY PUBLIC

My Commission Expires: 7/1/90.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 029 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	___Certified Copy 1
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	50.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: Michael A. Norman, Esq

MAIL TO ADDRESS: Shay + Snyder 37 Greene Street Cumberland, MD 21502

NOTE:

/ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DNC

3014 0965



ARTICLES OF INCORPORATION
OF
SAVAGE RIVER LOG HOMES, INC.

LIBER 0333 PAGE 334

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 15, 1988 AT 9:56 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2543858

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
SHAY & SNYDER
37 GREENE ST.
CUMBERLAND MD 21502

199C3012080

A 259720

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3014 0961

CM

Compared and Mailed ~~Delivered~~

TO Allg. Co. Human Resources Devel. Comm. Inc.
19 Frederick St, Cbld

Aug 12 1988

Allegany County Human Resources Development Commission, Inc.

19 Frederick Street
Cumberland, Maryland 21502
301/777-5970

EXECUTIVE DIRECTOR
M. Jane Rees

DEPARTMENT OF FINANCE
Jeffrey Manges
19 Frederick Street
777-5970

DEPARTMENT OF COMMUNITY RESOURCES
Sandra K. Smock, Director
19 Frederick Street
724-2547

ALLTRANS
Jan Lander
502 N. Centre Street
724-1255

ENERGY ASSISTANCE
Patricia Malloy
502 N. Centre Street
777-8550

HEAD START
Sandra K. Smock
19 Frederick Street
724-2547

HEAD START CENTERS
Cumberland - 724-8798
Jane Frazier - 724-7136
Westernport - 359-9069
Home-Based - 724-8798

MEDICAL TRANSPORTATION
Jan Lander
502 N. Centre Street
722-5646

WEATHERIZATION ASSISTANCE
Patricia Malloy
502 N. Centre Street
777-8550

DEPARTMENT OF ELDER AND ADVOCATE RESOURCES
Mary Susan Cerutti, Director
19 Frederick Street
777-5970

AREA AGENCY ON AGING
Mary Susan Cerutti
19 Frederick Street
777-5970

ADULT DAY CARE
Martha Shade
939 Frederick Street
777-8422

ADVOCACY
Alan Roby
19 Frederick Street
724-3931

GUARDIANSHIP
Sherri Morley
19 Frederick Street
777-5970

OLDER AMERICANS PROGRAM
Judy Metz
502 N. Centre Street
777-2555

OMBUDSMAN/LIFE SUPPORT
Gay Cole
19 Frederick Street
777-5970

SENIOR CITIZEN CENTERS
Cumberland - 724-8626
Georges Creek - 463-6215
Frostburg - 689-5510
Westernport - 359-9930

SHELTERED HOUSING
Martha Moran Rollins
701 Furnace Street
777-1254

TELEPHONE REASSURANCE
Edith Counihan
777-7740

CHGS 033 PAGE 335

April 6, 1988

ARTICLES OF REVIVAL

1. The name of the corporation at the time the charter was forfeited was Allegany County Human Resources Development Commission, Inc.

2. The name which the corporation will use after revival is Allegany County Human Resources Development Commission, Inc.

3. The name and address of the resident agent is M. Jane Rees, Executive Director, 19 Frederick Street, Cumberland, MD 21502.

4. The Articles of Revival are for the purpose of reviving the charter of the corporation.

5. At or prior to the filing of these articles of Revival, the corporation has

   (a) Paid all fees required by law.
   (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited.
   (c) Paid all state and local taxes, except taxes on real estate and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

✓6. The principal office address is 19 Frederick St., Cumberland, Md. 21502.

The undersigned who are respectively the current president and secretary of the corporation severally acknowledge the Articles to be their act.

Jon N. Loff
PRESIDENT

Emma Banks
SECRETARY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED FOR RECORD
4-19-88 at 9:00 .m.
81048314

3015 2302

Another Community Action Program.
Helping People Help Themselves.

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 18 B BUSINESS CODE 04 COUNTY 51

D0073841 ___P.A ___Religious ___Close ___Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75	10	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	30	

Name Change (New Name) _____

___ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Allegany County Human Resources Development Commission, Inc.
19 Frederick St.
Cumberland, MD. 21502

NOTE: Attn: Jeffrey A. Mangel

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: Jm. T.

3015 2303



THE ARTICLES OF REVIVAL
OF
ALLEGANY COUNTY HUMAN RESOURCES DEVELOPMENT
COMMISSION, INC.

LIBER 033 PAGE 337

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 19, 1988 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

2

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 10.00

D0073841

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ALLEGANY COUNTY HUMAN RESOURCES
DEVELOPMENT COMMISSION, INC.
19 FREDERICK STREET
JEFFREY A. MANGES
CUMBERLAND MD 21502

202C3012615

A 260201

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3015 2301

AT5-060

PART I. 1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Allegany

2. TRANSFEROR P.C.'s Place, Inc.

3. TRANSFEREE Joan L. Smith

4. CERTIFICATE OF CONVEYANCE ACCOMPANYING:
(PLEASE CHECK APPROPRIATE BOX)

X ARTICLES OF TRANSFER

___ARTICLES OF MERGER ___ARTICLES OF CONSOLIDATION

___DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS

5. INTEREST IN LAND AFFECTED: (SHOW SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEET IF NECESSARY.) .70 Acre, east side Uhl Highway. Account No. 16-007625. Allegany County, Maryland.

6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME Joan L. Smith
. ADDRESS 710 Shawnee Avenue,
Cumberland, Maryland zip code 21502

PART II. FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOXES.)

1. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property?
(____) YES (____) NO

2. Is this a merger of a parent corporation into its subsidiary corporation?
(____) YES (____) NO

3. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A.) previously owned real property? (___YES ___NO)
B.) owns the stock of the subsidiary and has owned that stock for a period greate than 18 months? (____)YES (____)NO
C.) acquires the stock of a subsidiary corporation which has been in existence a has owned the real property for a period of 2 years? (___)YES (___)

NOTE: IF ALL ANSWERS TO QUESTIONS 1 THROUGH 3 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE SECTION III. GO ON TO PART IV. COMPLETE SECTIONS B, C & D OF PART IV IF THIS IS A TAXABLE TRANSACTION. IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART IV.

PART III. FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this transfer of real property subject to agricultural transfer tax?
(___)YES (_X_)NO

2. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer tax?
(_X_)YES (___)NO

NOTE: IF THE ANSWER TO QUESTION 2 IS YES, THE TRANSACTION IS TAXABLE BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 3, 4 AND 5. GO ON TO PART IV.

3. Is this a transfer of real property under a reorganization described in §368(A) of the Internal Revenue Code or under §371 through 374 of the Internal Revenue Code?
(___)YES (___)NO

NOTE: IF THE ANSWER TO QUESTION 3 IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART III AND GO ON THE PART IV. IF THE ANSWER IS NO, CONTINUE ON WITH QUESTION 4.

4. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation?
(___)YES (___)NO

(OVER) CM

Rev. 8/87

Compared and Mailed ~~Delivered~~
Joan L. Smith 3020 1065
TO 710 Shawnee Ave Cbld
AUG 12 88

: IF THE ANSWER TO QUESTION 4 IS YES, PLEASE ANSWER QUESTIONS 4A, 4B AND 4C. IF THE ANSWER
O, SKIP QUESTIONS 4A, 4B AND 4C AND GO ON TO QUESTION 5.

Is this real property being transferred to:

A.) a person who was an original shareholder of the corporation?
(____)YES (____)NO

4B.) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation?
(____)YES (____)NO

4C.) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?
(____)YES (____)NO

5. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (____)YES (____)NO

6. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

6A.) previously owned the real property? (____)YES (____)NO

6B.) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (____)YES (____)NO

6C.) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (____)YES (____)NO

E: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER QUESTION 4 IS YES AND THE ANSWER TO ANY OF QUESTIONS 4A, 4B, 4C, 5, 6A, 6B, OR 6C IS YES; OR) THE ANSWER TO QUESTION 4 IS NO AND THE ANSWER TO ANY OF QUESTIONS 5, 6A, 6B, or 6C IS YES. ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, I APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETER-ED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. AL CASES GO ON TO PART IV.

T IV. COMPLETE SECTIONS A, B, C & D OF PART IV IF PART III QUESTION 2 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART III QUESTION 2 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A.) CONSIDERATION FOR REAL PROPERTY CONVEYED $ 25,000.00
B.) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. $ 58,400.00
C.) ALL PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY X HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED X HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
D.) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

_____ (NAME OF CORPORATION)

_____ (SIGNATURE AND TITLE)
(MUST BE OFFICER, AGENT OF ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)
Joan L. Smith, Transferee

OR OFFICE USE ONLY
AR ND RECORDATION TAX PAID: 82.50
AR ND TRANSFER TAX PAID: 125.00
OCAL TRANSFER TAX PAID: _____
)
OTAL: 207.50

PPROVED FOR RECORD 3-24-88

BY _____
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

3080 1284

AUG 4 - 1988

LIBER 033 PAGE 340

CERTIFICATE OF TRANSFER

CLERK OF THE CIRCUIT COURT
OF ALLEGHANY COUNTY

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this Office.

1) The name of each party to the Articles is

P.C.'S PLACE, INC. (A MD CORP.) - TRANSFEROR

JOAN L. SMITH (INDIVIDUAL) - TRANSFEREE

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

JOAN L. SMITH (INDIVIDUAL) - TRANSFEREE

710 SHAWNEE AVENUE, CUMBERLAND, MD. 21502

3) The Articles were accepted for record on March 24, 1988.

DEPT. OF ASSESSMENTS AND TAXATION SEAL STATE OF MARYLAND

As Witness my hand and the Official seal of the said Department at Baltimore this 11th day of May, 1988.

Dean W. KItchen
Corporate Administrator

3020 1066

AT 5-076

24/24/40

LIBER 033 PAGE 341

CM

Compared and Mailed ~~Delivered~~

TO Joan L Smith
710 Shawnee Ave, CMY

Aug 12 19 88

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

3-24-88 at 9:21a .M.

P.C.'S PLACE, INC.
Articles of Sale and Transfer

ARTICLES OF SALE AND TRANSFER entered into this 21st day of March, 1988, by and between P.C.'S PLACE, INC., a Maryland corporation, (hereinafter sometimes referred to as "Transferor") and JOAN L. SMITH, of Allegany County, Maryland, (hereinafter sometimes referred to as "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Tranferee, her heirs and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Joan L. Smith, 710 Shawnee Avenue, Cumberland, Maryland 21502, having her place of business at Route 4, Box 199, Cumberland, Maryland 21502.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is P.C.'S PLACE, INC., a corporation organized under the laws of the State of Maryland.

Transferee is JOAN L. SMITH t/a Jo-Bob's, a sole proprietorship under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to her as set forth in Article Ninth herein, is FORTY FIVE THOUSAND DOLLARS ($45,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the agreement (hereinafter referred to as the "Agreement") between the parties dated February 25.

1988 MAR 24 A 9:21

[redacted]

8125827

1988 MAY -4 P 9:18

FIFTH: The principal office of Transferor is Route 4, Box 199, Cumberland, Maryland 21502. The only county in which Transferor owns proeprty, the title to which could be affected by the recording of an instrument among the Land Records is Allegany County.

SIXTH: The location of the principal office of Transferee is Route 4, Box 199, Cumberland, Maryland 21502.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Transferor.

EIGHTH: As to Transferee the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved by the sole proprietor purchasing the assets.

NINTH: In consideration of the payment to Transferor of Forty Five Thousand Dollars ($45,000.00) in accordance with the terms and conditions

of the Agreement, Transferor does hereby bargain, sell, transfer, set over and assign to Transferee, her heirs and assigns, all the assets, properties and business of Transferor, of every kind and description, wherever located, including, without limitation, all personal property, tangible or intangible, claims and rights under contracts of Transferor, rights to use the name "P.C.'S Place" or a variant thereof, and all books and records of Transferor relating to the business to be continued by Transferee, but excluding therefrom cash on hand and on deposit, accounts receivable, and goodwill.

This transfer is free from all the liabilities of Transferor, and Transferor hereby expressly agrees to indemnify and hold harmless Transferee from all debts, liabilities, notes, contracts and commitments of Transferor whatsoever existing at the time of closing, including income taxes for the current or prior years, and except for such matters excepted by agreement of the parties.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a sole proprietor, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, P.C.'S PLACE, INC. and JOAN L. SMITH, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged this 21st day of March, 1988.

ATTEST:

Cheryl Sioma, Secretary

Witness

P.C.'S PLACE, INC.

By _____ (SEAL)
PETER SIOMA, President

_____ (SEAL)
JOAN L. SMITH

The undersigned, President of P.C.'S Place, Inc., executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation, and further certifies that, to the best of his knowledge, information and belief the matters and facts set forth herein with respect to the approval thereof are true in all material respects, under penalties of perjury.

Peter Sioma

PETER SIOMA

The undersigned hereby acknowledges the foregoing Articles of Sale and Transfer to be her act and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under penalties of perjury.

Joan L. Smith

JOAN L. SMITH

STATE OF MARYLAND LIBER 0333 PAGE 345

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 51

D1802677 ___P.A ___Religious ___Close ___Stock ___Nonstock

~~Merging~~ (Transferor) P. C.'s Place, Inc. ~~Surviving~~ (Transferee) Joan I Smith

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73	4	Certificate of Conveyance Land records Allegany County
73	4	Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21	82.50	Recordation Tax
22	125.00	State Transfer Tax
23	NA	Local Transfer Tax
31		___Corp. Certificate of Status
NA		Foreign Corporation Registration
87		___Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
		Other _____
		Other _____
TOTAL FEES	231.50	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: W. Stevens Hidey
110 Washington St
Cumberland, Md
21501-0839

NOTE: Letter provided explaining difference between full cash value and consideration
JS

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JS

3020 1071



ARTICLES OF SALE AND TRANSFER

BETWEEN

P.C.'S PLACE, INC. (A MD CORP.) - TRANSFEROR

AND

JOAN L. SMITH (INDIVIDUAL) - TRANSFEREE

LIBER 033 PAGE 346

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND March 24, 1988 AT 9:21 O'CLOCK A M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
Cert. of Conveyance land records Allegany County	4.00	
	24.00	

TO THE CLERK OF THE COURT OF Alleghany County

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 242440

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

cm

Compared and ~~Mailed~~ ~~Delivered~~ CM
TO William Walsh 81 Liberty St City
Aug 27 1988

LIBER 0333 PAGE 347

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4/22/88 at 9:10 a.m.

WM BANCORP

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Articles of Incorporation of WM Bancorp, a Maryland corporation having its principal office in Cumberland, Maryland, hereinafter called the "Corporation", are hereby amended by adding a new Section (5) to Article Seventh of the Articles of Incorporation and existing Sections (5), (6) and (7) are renumbered (6), (7) and (8). New Section (5) reads as follows:

1988 APR 22 A 9:10

> SECTION (5) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under the provisions with respect to any act or omission which occurred prior to such amendment or repeal.

SECOND: That the amendment was advised by the Board of Directors and approved by the stockholders.

IN WITNESS WHEREOF, WM Bancorp has caused this instrument to be signed in its name and on its behalf by the Chairman of its Board of Directors and attested by its Secretary this 18th day of April, 1988.

ATTEST:

WM BANCORP

By _____ (SEAL)

ANNE L. GOEMER
Secretary

JOHN A. HERCHER
Chairman of Board of Directors

81188085

3013 1885

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 18th day of April, 1988, before me, the undersigned, a Notary Public in and for the State & County aforesaid, personally appeared JOHN A. HERCHER, Chairman of the Board of Directors of WM BANCORP, a Maryland corporation, and he acknowledged that he signed these Articles of Amendment, that the Articles of Amendment are the corporate act of the Corporation, and he further stated under oath that the matters and facts set forth in the Articles of Amendment with respect to their authorization and approval are true in all material respects, to the best of his knowledge, information and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above-written.

Jean Bochy
JEAN BOCHY, Notary Public



My Commission Expires
July 1, 1990

3018 1300

STATE OF MARYLAND LIBER 033 PAGE 349

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 dy BUSINESS CODE _____ COUNTY 51

D 2224194

___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	8	1 Certified Copy 2
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	____Corp. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	28	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William Walsh
81 Liberty St.
500
Cumberland, MD 21502

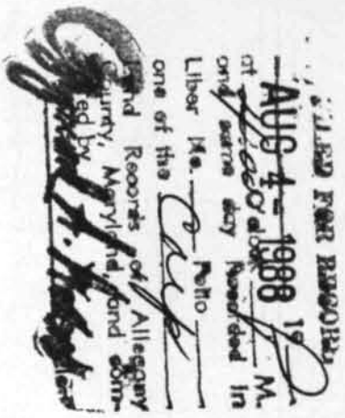
NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

3018 1301



ARTICLES OF AMENDMENT
OF
WM BANCORP

LIBER 033 PAGE 350

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 22, 1988 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2224194

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIAM WALSH
81 LIBERTY ST., #500
CUMBERLAND MD 21502

206C3013104

A 260749

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

3018 1298

Compared and ~~Mailed~~ Delivered CM
TO Bob Kazary 127 Greene St. City
Aug 12 1987

LIBER 033 FOLIO 351

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1988.

*** ***** ***

ARTICLES OF INCORPORATION

OF

LEE FIRE PROTECTION SYSTEMS, INC.

*** STATE DEPT. OF ASSESSMENTS AND TAXATION ***

APPROVED FOR RECORD

THIS IS TO CERTIFY: 4-25-88 at 8:29 A.M.

FIRST: That I, the subscriber hereto, ROBERT O. KAZARY, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

LEE FIRE PROTECTION SYSTEMS, INC.

THIRD: The purpose for which the said Corporation is formed are as follows:

A. To engage in any lawful purposes and/or business.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

1988 APR 25 A 8:29

81168589

3018 0399

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3 Box 39, Bedford Road, Cumberland, Maryland 21502. The Resident Agent of the Corporation is Gary Lee Bishop, whose post office address is Route 3 Box 39, Bedford Road, Cumberand, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

which is common stock without par value.

SIXTH: The Corporation shall have three (3) directors, namely, Gary Lee Bishop, Donna Jean Bishop and James F. Bishop, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be

RO[redacted]T O. KAZARY
AT[redacted]NEY AT LAW
1[redacted]GREENE ST.
CU[redacted]ERLAND, MD
21502

BYRON
1986

3018 0401

declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on one class to holders of stock of another class or classes; and shall have

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

G. The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights as expressly set forth in

ROBERT O. KAZARY
ATTORNEY AT LAW
[redacted] GREENE ST.
CUMBERLAND, MD
21502

the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative, or investigative (other than an action by

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 22 day of April, 1988.

WITNESS:

Linda C. Kiesterman _____ (SEAL)
ROBERT O. KAZARY

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 22 day of April, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT O. KAZARY and acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal the day and year last above written.

Anne Marie Becker
NOTARY PUBLIC

ANNE MARIE BECKER NOTARY PUBLIC ALLEGANY COUNTY, MD

My Commission Expires: July 1, 1990

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

3018 0409

STATE OF MARYLAND LIBER 0333 FOLIO 362

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 C BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	32	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	52	

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code_____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robert Kazary
127 Greene St
Cumberland, Md
21502

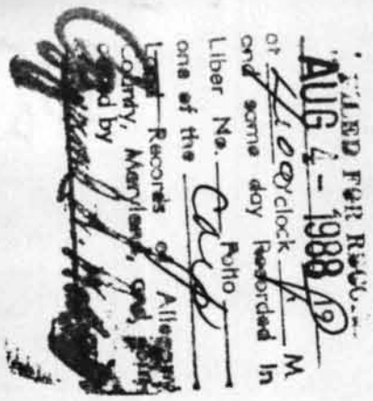
NOTE:

___/___Check _____Cash

_____ Documents on _____ checks

APPROVED BY: JWS

3018 0410



ARTICLES OF INCORPORATION
OF
LEE FIRE PROTECTION SYSTEMS, INC.

LIBER 033 PAGE 363

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 25, 1988 AT 8:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

12

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 32.00	$

D2549186

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT KAZARY
127 GREENE ST.
CUMBERLAND MD 21502

206C3012976

A 260648

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3018 0398

CM
Compared and Mailed ~~Delivered~~
TO BK Construction Co. 910 Allan Rd., Rockville MD
Aug 12 19 8

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4-27-88 at 9:10 a.m.

LIBER 033 FOLIO 364

ARTICLES OF INCORPORATION

OF

BKC CONSTRUCTION CO., INC.
(A Close Corporation)

FIRST: I, TERRY ARTHUR GRIFFIN JR., whose post office address is 23 Hardwood Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, said Corporation being a Close Corporation as authorized and defined by Section 4-101 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the Corporation is "BKC CONSTRUCTION CO., INC."

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in residential and commercial construction, repair, remodeling, maintainance and like sales and services and to engage in any other lawful business activity or activities;

(2) To enter into partnerships, joint ventures, and other business associations for any lawful purpose;

(3) To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real. personal and mixed, both in this State and in any other part of the world.

(4) To engage in any and all activity generally authorized to be performed by a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 23 Hardwood Street, Cumberland, Maryland 21502. The name and post office address of the RESIDENT AGENT of the Corporation in this State is TERRY ARTHUR GRIFFIN JR., 23 Hardwood Street, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of one dollar ($1.00) par value common stock.

SIXTH: The Corporation shall initially have one (1) Director who shall serve as such until the organization meeting be held and stock be issued, whereupon the director shall cease to be a director, and thereafter the Corporation elects to have

APR 27 P 9:10
88124

3018 0078

no board of directors, but to be managed by the direct action of the stockholders of the Corporation, the name and address of the director who shall act initially pursuant to this Article is:

TERRY ARTHUR GRIFFIN, 23 Hardwood Street, Cumberland, Maryland 21502.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and the directors and stockholders:

(A) The Corporation is permitted to purchase its outstanding shares of stock. All shares of stock of the Corporation are transferrable only on the books of the Corporation in person or by attorney and only upon full compliance with the laws of the State of Maryland.

(B) The business and affairs of the Corporation shall be managed by the Board of Directors until it ceases to exist and thereafter by the stockholders, and such may exercise all such powers and do all such acts that may be exercised or done by the Corporation, except as otherwise provided herein, or by amendments hereto, or by the laws of the State of Maryland or by the Bylaws of the Corporation.

(C) Any director or stockholder individually, or any firm of which any director or stockholder may be a member, or any corporation or association of which any director or stockholder may be an officer or director or in which any director or stockholder may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a director or stockholder or a firm of which a director or stockholder is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or the stockholders or a majority thereof. Any director or stockholder of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the stockholders of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested or a member of a firm so interested. Any such contract or transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be as valid and binding as though ratified by every stockholder of the Corporation.

(D) The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, stockholder, or officer of the Corporation from and against any and all claims or liabilities to which such persons shall become subject by reason of his having heretofore or hereafter been a director, stockholder or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director, stockholder or officer and shall reimburse each such party for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own negligence or wilful misconduct.

(E) The rights accruing to any person under the foregoing provision of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any case even though not herein specifically provided for.

(F) The Corporation, its directors, stockholders, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so in reliance upon the advice of counsel.

(G) The Corporation shall indemnify and hold harmless any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a director, stockholder, or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director, stockholder or officer or former officer or director or person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any Bylaw, agreement by vote of stockholders, or otherwise.

(H) The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the stockholders and directors, shall be *ex officio* a member of all standing committees, shall have general and active management of the business of the Corporation, shall see that all orders and resolutions of the board or stockholders are carried into effect and shall perform such other duties as the board of directors or stockholders shall prescribe.

(I) The Corporation reserves the right from time to

time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters its contract rights, as expressly set forth in its charter, of any outstanding stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION this 26 day of April, 1988, and I acknowledge the same to be my act and deed.

Terry Arthur Griffin Jr.

TERRY ARTHUR GRIFFIN, JR.

STATE OF MARYLAND 033 PAGE 368

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 / BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ✓Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	~~20~~	Organ. & Capitalization
61	~~20~~	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change
(New Name) _____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

BK Construction Co.
910 Allan Rd.
Rockville, Md. 20850

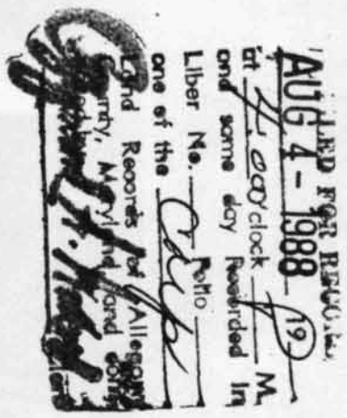
NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T

3018 0082



ARTICLES OF INCORPORATION
OF
BKC CONSTRUCTION CO., INC.

LIBER 033 PAGE 369

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 27, 1983 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2550531

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BK CONSTRUCTION CO.
910 ALLAN RD.
ROCKVILLE MD 20850

207C3010041

A 260899

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 7018 0077

Compared and ~~Mailed~~ Delivered CM
TO Stuart Hidey Esq. 110 Washington St Cbld
Aug 12 19 88

LIBER 033 FOLIO 370

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

FROSTBURG MEDICAL CENTER, INC.

ARTICLES OF INCORPORATION APPROVED FOR RECORD

5-2-88 at 9:36 a.m.

FIRST: I, W. Stevens Hidey, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is FROSTBURG MEDICAL CENTER, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To lease, purchase, own, develop, improve, manage, rent, and sell real property, including a medical office building in conjunction with Frostburg Community Hospital Inc.; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 48 Tarn Terrace, Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State

FILED MAY -2 P 8:36

81238055

are W. Stevens Hidey, 110 Washington Street, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be eleven (11), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: James V. Cotton, William R. Davis, G. William Udovich, Jesus H. Tan, Richard G. Schmitt, Arthur Bond, John Roland, John N. Bambacus, Grace Jones, C. Thomas Rankin, and Louis St. Marie.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the

powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital

stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of April, 1988, and I acknowledge the same to be my act.

WITNESS:

W. STEVENS HIDEY

LIBER 033 FOLIO 374

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 57

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	___/___ Certified Copy 4 p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	50	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
W Stevens Hidey
110 Wash. St.
Cumberland, Md
21502-0839

NOTE:

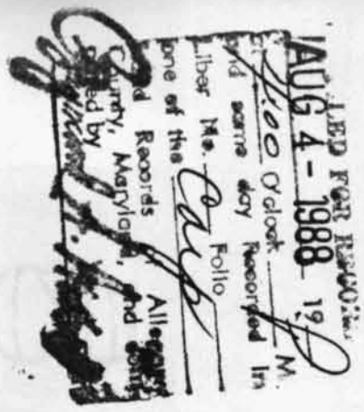
✓Check _____Cash

_____ Documents on _____ checks

APPROVED BY: _____

CERTIFIED COPY MADE

3031 0214



ARTICLES OF INCORPORATION
OF
FROSTBURG MEDICAL CENTER, INC.

LIBER 033 PAGE 375

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 2, 1983 AT 8:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2554418

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
W. STEVENS HIDEY
110 WASHINGTON STREET
CUMBERLAND MD 21502

212C3010667

A 261486

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3021 0209

AT5-060

Compared and ~~Mailed~~ Delivered
TO Wilson & Wilkinson P.O. Box 1379, Cum. CM
Aug. 12 1988

LIBER 033 FOLIO 376

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
5-2-88 at 9:20 .M.

ARTICLES OF INCORPORATION

OF

FROSTBURG RENT-ALL & SALES, INC.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That the subscriber, Stephen C. Wilkinson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, hereby forms a close corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

FROSTBURG RENT-ALL & SALES, INC.

A close corporation under Title 4 of the Corporation and Associations Article of the Annotated Code of Maryland.

THIRD: The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To sell, lease and exchange tools, personal property, etc.

(b) to manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell and exchange, let, or in any manner encumber or dispose of real property wherever situated.

1988 MAY -2 P 2:20

WILSON AND WILKINSON, P.A.
CUMBERLAND, MD

81238222

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock or, or voting trust certificate of rany shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association or ganized under the laws of the State of maryland, or of any other state, territory, district, colony or dependency of the Untied States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse, or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any

manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in ay or all states, territories, district, colonies, and dependenceies in the United States of America and in foreign countries.

FOURTH: The post office address of the place at which the principal office of the corporation in this state will be located is 16 Maple Street, Frostburg, Maryland, 21532. The resident agent of the Corporation is Stephen C. Wilkinson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have two (2) directors who shall be Kenrick Roberts and Ralph Lancaster provided, however, that from and after the Organizational Meeting of the Directors and the issuance of stock at such meeting, that the Corporation shall elect to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporations and Associations Volume of the Annotated Code of Maryland.

SIXTH: The total amount of the authorized capital stock of the corporation is one hundred shares without par value.

SEVENTH: The Corporation's duration shall be perpetual.

EIGHTH: This Corporation shall be a close corporation organized pursuant to the provisions of Article 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed thse Articles of Incorporation this 26 day of April, 1988.

WITNESS:

Debra D. Clark

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 26th day of April, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson, who acknowledged the aforegoing instrument to be his act and deed.

WITNESS my hand and Notarial Seal.

DEBRA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD

Debra D. Blank

Notary Public

My Commission Expires: 7/1/90

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 4 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious V Close V Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	22	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	42	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wilson & Wilkinson, P.A.
100 S. Liberty St.
P. O. Box 1379
Cumberland, Md. 21502

NOTE:

V Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3020 2673

AUG 4 - 1988

FILED FOR RECORD
AUG 19 88 10:00 o'clock A M
same day Recorded in
Liber No. 033 Folio 383
one of the Land Records of Allegany County, Maryland, and
examined by

ARTICLES OF INCORPORATION
OF
FROSTBURG RENT-ALL & SALES, INC.

LIBER 033 PAGE 383

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 2, 1988 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 22.00	$

D2553683

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSON, P.A.
100 S. LIBERTY ST.
P.O. BOX 1379
CUMBERLAND MD 21502

212C3010594

A 261425

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

CM
Compared and Mailed ~~Delivered~~
Weinberg & Green
TO 100 S. Charles St, Balto. MD
Aug 12 1988

969:11/18/87:WD43

LIBER 0033 FOLIO 384

DRS. FEDDIS, HARVEY AND HARSHBERGER, P.A.

1988 APR 25 A 10:46

ARTICLES OF AMENDMENT

1988 MAY -5 AM 8:

THIS IS TO CERTIFY THAT:

FIRST: The Articles of Incorporation of Drs. Feddis, Harvey and Harshberger, P.A., a Maryland professional corporation (the "Corporation"), are hereby amended by deleting existing Article SECOND in its entirety and adding a new article to read as follows:

"SECOND: The name of the Corporation is:

ORTHOPAEDIC GROUP OF WESTERN MARYLAND, P.A."

SECOND: The amendment to the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation as required by law.

THIRD: The undersigned President acknowledges these Articles of Amendment to be the corporate act of said Corporation and with respect to all matters and facts otherwise required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, such matters and facts are true in all material respects and such statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and attested to by its Secretary on this 1st day of March, 1988.

ATTEST:

DRS. FEDDIS, HARVEY AND HARSHBERGER, P.A.

Jack W. Harvey, M.D., Secretary

By: Robert Feddis, M.D., President

FOURTH: The Corporation does have, and will continue to have, at least four(4) stockholders.

3025 0390

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5-5-88 at 10:58 a.m.

81278127

Compared and Mailed Delivered

TO

19

LIBER 0133 FOLIO 385

Board of Medical Examiners of Maryland
201 West Preston Street
Baltimore, Maryland 21201

(301) 225-5899

JEFFREY T. AGNOR, ESQ.
WEINBERG AND GREEN
100 SOUTH CHARLES STREET
BALTIMORE, MD. 21201

10/14/87

CERTIFICATE OF AUTHORIZATION

In accordance with Sections 5-110 and 5-111 of the Corporations and Associations Article of the Annotated Code of Maryland, the corporate designation

"ORTHOPEDIC GROUP OF WESTERN MARYLAND, P.A."

approved by the Medical and Chirurgical Faculty and the Board of Medical Examiners of the State of Maryland, has been authorized on **OCTOBER 8, 1987**

Arthur T. Keefe, Jr., M.D.
Secretary

3025 0391

STATE OF MARYLAND 033 386

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE 06 COUNTY 51

D0466052 ✓ P.A ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	20	

Name Change (New Name) Orthopaedic Group of Western Maryland, P.A

✓ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code 065

ATTENTION: J. T. Agnor

MAIL TO ADDRESS: _____

NOTE: Letter of Authorization Attached

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J M.T

3025 0392

FILED FOR RECORD
AUG 4 - 1988
at 12:00 o'clock M.
and same day recorded in
Liber No. [illegible] Folio
one of the Land Records of Allegany
County, Maryland, and was
examined by

ARTICLES OF AMENDMENT
OF
DRS. FEDDIS, HARVEY AND HARSHBERGER, P.A.
CHANGING ITS NAME TO:
ORTHOPAEDIC GROUP OF WESTERN MARYLAND, P.A.

Compared and Mailed Delivered
TO _____
_____ 19

LIBER 1033 PAGE 387

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 5, 1988 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0466052

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WEINBERG & GREEN
ATTN: J.T. AGNOR
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

220C3011860

A 262577

3025 0389

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and ~~Mailed~~ Delivered CM
TO James Braskey, Esq. P.O. Box 360 Grantsville
Aug 12 1988

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5-5-88 at 8:31a

LIBER 0333 FOLIO 388

ARTICLES OF INCORPORATION

OF

A TOUCH OF CLASS, INC.

FIRST: I, Cheryl A. Parker, whose post office address is Route 1, Box 197, Frostburg, Maryland 21532, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is A TOUCH OF CLASS, INC.

THIRD: The post office address of the Corporation in this state is 105 East Main Street, Frostburg, Maryland 21532.

FOURTH: The name and address of the resident agent for the Corporation is James F. Braskey, Esquire, 68 East Main Street, Frostburg, Maryland 21532.

FIFTH: The purposes for which the Corporation is formed and the business and objects to be carried out and promoted by it are as follows:

A. To engage in the general business of hairdressing and cosmetology; to render services for the waving, dyeing, coloring, bleaching, cutting, trimming, removal, arranging,

BRASKEY LAW OFFICES, P.A.
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

8805061

setting, dressing, curling, cleansing and stimulating the growth of the human hair; to engage generally in the beauty shop business; to own, operate, franchise, buy and sell beauty shops and franchises therefor.

B. To engage in a retail and/or wholesale sales business involving a diversified line of products of the beauty shop trade, including, but not limited to, shampoos, soaps, lotions, makeup, nail polish, oils, powders, and clays, now known or hereafter to be known.

C. To engage in a retail and/or wholesale sales business involving a diversified line of products of the clothing and wearing apparel trade.

D. To engage in and carry on any other business which may or can be conducted in connection with any of the aforegoing enumerated lines of business activity, either individually or in any combination thereof.

E. To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith

RAS[illegible] LAW OFFICES P.A.
GRA[illegible]VILLE, MARYLAND
FRO[illegible]BURG, MARYLAND

any liabilities of any such person, firm, association or corporation.

F. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

G. To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to insure the payment thereof and of the interest thereon, by mortgage, pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or hereafter acquired; and to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

H. To hire and employ agents, servants or employees, and to enter into agreements of employment, and to act as agent, contractor, trustee, factor, or otherwise, either alone

RASKEY LAW OFFICES, P.A.
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

or in company with others.

I. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts or other obligations of such person, firm, association or corporation.

J. To let concession to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out contracts, assignments, and arrangements of every kind and character with any firm, person, association or corporation, or any government or authority or subdivision or agency thereof.

K. To carry on any business whatsoever that this Corporation may deem proper or necessary in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of the Corporation, and to do all things specified in the General Corporation Laws of the State of Maryland, and to have and exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect, or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons

RAS[redacted] LAW OFFICES, P.A.
GR[redacted]VILLE, MARYLAND
FR[redacted]BURG, MARYLAND

might or could do, either alone or in connection with other persons, firms, associations or corporations.

SIXTH: The Corporation shall have three directors, and John T. Grimes, Steven W. Parker and Ronald L. Damewood shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of authorized stock of the Corporation is 10,000 shares of common stock of no par value. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, after first obtaining the approval by majority vote of the majority of the stockholders of the Corporation. Each holder of the said stock shall be entitled to one vote for each share of such stock held by such stockholder.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation, upon the approval of a majority of the stockholders as the same is set out in Paragraph SEVENTH above, reserves the right to make from time to time any amendments of its charter which may now or hereafter be

RASKEY LAW OFFICES, P.A.
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

authorized by law.

IN WITNESS WHEREOF I have signed these Articles of Incorporation, acting as incorporator, and I acknowledge the same to be my act this 27th day of April, 1988.

ATTEST:

Judith Ann Kuhnle

Cheryl A. Parker
CHERYL A. PARKER

STATE OF MARYLAND

ALLEGANY COUNTY, TO-WIT

I HEREBY CERTIFY that on this 27th day of April, 1988, before me, the undersigned officer, personally appeared Cheryl A. Parker, and acknowledged the aforegoing instrument to be her act and deed.

WITNESS my hand and official seal.

JUDITH ANN KUHNLE NOTARY PUBLIC ALLEGANY COUNTY, MD.

Judith Ann Kuhnle
Notary Public
My Commission Expires July 1, 1990

LAW OFFICES, P.A.
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

LIBER 033 FOLIO 394

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 6 BUSINESS CODE 03 COUNTY 57

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	40	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	62	

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____

James Braskey
PO BOX 360
Grantsville Md
21536

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

APR 4 1988

at 9 o'clock A.M.
and recorded in
Liber No. 0333 Folio
one of the Land Records of Allegany County, Maryland, and examined by

ARTICLES OF INCORPORATION
OF
A TOUCH OF CLASS, INC.

LIBER 0333 PAGE 395

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 5, 1988 AT 8:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40.00	$ 22.00	$

D2555506

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JAMES BRASKEY
P.O. BOX 360
GRANTSVILLE MD 21536

214C3010815

A 261620

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3022 0046

CM

Compared and ~~Mailed~~ Delivered

TO Greg Skidmore 103 S. Centre St. Cbld

Aug 12 1988

LIBER 033 FOLIO 396 STATE DEPARTMENT OF ASSESSMENTS

ARTICLES OF INCORPORATION APTS. D FOR RECORD

OF 5-9-88 at 9:58 a

WESTERN MARYLAND AUTO RENTAL, INC.

FIRST: I, H. GREGORY SKIDMORE, whose post office address is 103 South Centre Street, Cumberland, Maryland 21501-0360, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland, including the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation ("Corporation") is WESTERN MARYLAND AUTO RENTAL, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To carry on the general business of renting automobiles.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 36, Post Office Box 1682, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 103 South Centre Street, Cumberland, Maryland 21501-0360. Said resident agent is a citizen of Maryland and actually resides in Maryland.

1988 MAY -9 P 9:58

81308007

3021 1421

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than the number prescribed by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland. The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: G. Louis Spoerl, Jr. and Fred Timbrook.

SEVENTH: Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The board of directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the board of directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the board of directors under the general laws of the State of Maryland now or hereafter in force.

(3) With respect to:

(a) the amendment of the charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all of the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the board of directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of May, 1988, and I acknowledge same to be my act.

WITNESS:

Cynthia J. Polvinelli

H. GREGORY SKIDMORE

LIBER 033 FOLIO 400

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 K BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	1 Certified Copy 4P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	50	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

H. Gregory Skidmore
103 South Central St
Cumberland Md
21501-0360

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JO

FILED FOR RECORD
AUG 4 - 1988 12 M.
et o'clock and recorded in
on the same day
Liber No. Folio
one of the Land Records of Allegany County, Maryland and
Compared by

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND AUTO RENTAL, INC.

LIBER 033 FOLIO 401

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 9, 1988 AT 9:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2556603

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. GREGORY SKIDMORE
103 SOUTH CENTRAL ST.
CUMBERLAND MD 21501 0360

215C3010946

A 261736

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3021 1420

CM

Compared and ~~Mailed~~ Delivered

TO Wilson & Wilkinson P.O. Box 1379 Cbg

Aug 12 1988

LIBER 033 FOLIO 402

H. JACK PRICE, JR., P.A.

ARTICLES OF INCORPORATION

FIRST: The undersigned, H. Jack Price, Jr., whose post office address is 609 Thompson Avenue, Cumberland, Maryland 21502, being at least twenty-one years of age, does hereby form a corporation under the general laws of the State of Maryland, including particularly the Professional Service Corporation Act.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is H. Jack Price, Jr., P.A.

THIRD: The purposes for which the Corporation is formed are as follows:

(1) To engage in the general practice of law.

(2) To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment or to own real or personal property necessary for the rendering of the professional services specified above.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 609 Thompson Avenue, Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Jack Price, Jr., 609 Thompson Avenue, Cumberland, Maryland 21502. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand shares of the par value of One Hundred Dollars ($100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one; and

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5/10/88 at 9:50 .m.

813 8189 3629 0424

the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is H. Jack Price, Jr.

SEVENTH: This Corporation shall have all of the powers and be subject to all of the limitations granted and imposed upon a professional service corporation formed in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, Section 5-101, et seq, and all other powers conferred on corporations by the laws of the State of Maryland subject to the limitations of the aforementioned Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6 day of May, 1988.

WITNESS:

Debra A Miller _____ (SEAL)
H. Jack Price, Jr.

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 6th day of May, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared H. Jack Price, Jr., and he acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Debra A Miller
Notary Public

Debra A Miller NOTARY PUBLIC Allegany Co., Md.

My Commission Expires: July 1, 1990

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 51

_____ ✓ P.A ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Wilson + Wilkerson
PO Box 1379
Cumberland, Md
21502

NOTE:

✓ _____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

3023 0426

'AUG 4 - 1988

AUG [illegible] 1988

Liber No. [illegible] Folio

one of the [illegible] Records

[illegible] County, Maryland, and

[illegible]

ARTICLES OF INCORPORATION
OF
H. JACK PRICE, JR., P.A.

LIBER 033 PAGE 405

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 10, 1988 AT 9:50 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2559425

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSON
P.O. BOX 1379
CUMBERLAND MD 21502

217C3011312

A 262053

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3023 0423

Compared and ~~Mailed~~ Delivered CM
TO Wilson & Wilkinson 100 S. Liberty St Cty
Aug 12 1988

LIBER 033 FOLIO 406

C & W CONSTRUCTION COMPANY, INC.

RESOLUTION OF BOARD OF DIRECTORS

WHEREAS, the Corporation has been advised of the need for designating a new resident agent; and

WHEREAS, Edward H. George, has consented to act as resident agent; and

WHEREAS, the Board of Directors by majority vote of a quorum thereof upon motion duly made, seconded, and carried, did resolve as follows:

RESOLVED: That the Board of Directors hereby appoint Edward H. George as the resident agent for C & W Construction Company, Inc. The address of resident agent is 66 Frost Avenue, Frostburg, Maryland 21532.

Be it further RESOLVED that a copy of this Resolution shall be filed with the State Department of Assessments and Taxation of the State of Maryland; and

Be it further RESOLVED that the designation of any other person as resident agent be, and the same is hereby withdrawn, annulled and cancelled.

ATTEST: C & W CONSTRUCTION COMPANY, INC.

Suzanne J. Martin By Robert W Andrews
Secretary

I hereby certify that this is a true and correct copy of a Resolution passed by the Board of Directors of C & W Construction Company, Inc. on the 12 day of May, 1988.

C & W CONSTRUCTION COMPANY, INC.

By Robert W Andrews
Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5/17/88 at 9:22 A.m.

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

3025 0070

81388024

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

D0064344 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
70	3.00	Recording Fee.
75	5.00	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	$8.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Wilson & Wilkinson
100 S Liberty St
Cumberland, Md 21502

NOTE:

1 Check _____ Cash

2 Documents on 1 checks

APPROVED BY: [signature]

3025 0071

AUG 4 - 1988

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
THE C AND W CONSTRUCTION COMPANY

LIBER 0333 PAGE 408

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 17, 1988 AT 9:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 3.00	$ 5.00

D0069344

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSON
100 S. LIBERTY ST.
CUMBERLAND MD 21502

221C3012026

A 262768

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3025 0069
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and ~~Mailed~~ Delivered CM
TO Wilson & Wilkinson
100 S. Liberty St. City
Aug 12 1988

LIBER 033 FOLIO 409

CAMPBELL CHEVROLET, INC.

RESOLUTION OF BOARD OF DIRECTORS

WHEREAS, the Corporation has been advised of the need for designating a new resident agent; and

WHEREAS, Lawrence Campbell, has consented to act as resident agent; and

WHEREAS, the Board of Directors by majority vote of a quorum thereof upon motion duly made, seconded, and carried, did resolve as follows:

RESOLVED: That the Board of Directors hereby appoint Lawrence Campbell as the resident agent of Campbell Chevrolet, Inc. The address of resident agent is 917 Braddock Road, Cumberland, Maryland 21502.

Be it further RESOLVED that a copy of this Resolution shall be filed with the State Department of Assessments and Taxation of the State of Maryland; and

Be it further RESOLVED that the designation of any other person as resident agent be, and the same is hereby withdrawn, annulled and cancelled.

ATTEST: CAMPBELL CHEVROLET, INC.

James T. Thomas By _____
Secretary

I hereby certify that this is a true and correct copy of a Resolution passed by the Board of Directors of Campbell Chevrolet, Inc. on the ___ day of _____, 1988.

CAMPBELL CHEVROLET, INC.

By _____
Secretary

CAMPBELL CHEVROLET, INC. CORPORATE SEAL 3025 0748 MARYLAND

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1/3/89 at 9:06 P.m.

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

STATE OF MARYLAND LIBER 1133 : 410

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 11

01577188

___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
70	3.00	Recording Fee.
75	5.00	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	$8.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

✓ ___ Change of Resident Agent

✓ ___ Change of Resident Agent Address

___ Resignation of Resident Agent

___ Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wilson & Wilkinson
100 South Liberty Street
Cumberland, MD 21502

NOTE:

1 Check _____ Cash

2 Documents on 1 checks

APPROVED BY: _____

3025 0749

AUG 4 - 1988 12

Filed for Record at 2:00 o'clock P M and same day Recorded in Liber No. [illegible] Folio [illegible] one of the Land Records of Allegany County, Maryland, and Verified by [illegible]

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
CAMPBELL CHEVROLET, INC.

LIBER 033 PAGE 411

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 13, 1988 AT 9:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 3.00	$ 5.00

D1517150

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSON
100 S. LIBERTY STREET
CUMBERLAND MD 21502

220C3011935

A 262632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3025 0747
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and ~~Mailed~~ Delivered
Wilson & Wilkinson, Esq.
TO 100 S. Liberty St. City
Aug. 12 1988

LIBER 033 PAGE 412

GATEWAY MOTORS, INC.

RESOLUTION OF BOARD OF DIRECTORS

WHEREAS, the Corporation has been advised of the need for designating a new resident agent; and

WHEREAS, Lawrence Campbell, has consented to act as resident agent; and

WHEREAS, the Board of Directors by majority vote of a quorum thereof upon motion duly made, seconded, and carried, did resolve as follows:

RESOLVED: That the Board of Directors hereby appoint Lawrence Campbell as the resident agent of Gateway Motors, Inc. The address of resident agent is 917 Braddock Road, Cumberland, Maryland 21502.

Be it further RESOLVED that a copy of this Resolution shall be filed with the State Department of Assessments and Taxation of the State of Maryland; and

Be it further RESOLVED that the designation of any other person as resident agent be, and the same is hereby withdrawn, annulled and cancelled.

ATTEST:

Debra A Mills

GATEWAY MOTORS, INC.

By Nancy L. Corbin
Secretary

I hereby certify that this is a true and correct copy of a Resolution passed by the Board of Directors of Gateway Motors, Inc. on the 1st day of May, 1988.

GATEWAY MOTORS, INC.

81348326

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

By Nancy L. Corbin
Secretary

APPROVED FOR RECORD
5/17/88 at 9:06 A.m.

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D1524230

___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
70	3.00	Recording Fee.
75	5.00	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	$8.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

___ Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wilson & Wilkinson
100 South Liberty Street
Cumberland, MD 21502

NOTE:

1 Check _____ Cash

2 Documents on 1 checks

APPROVED BY: _____

3025 0746

AUG 4- 1988
Liber No. 0800 Folio 414
one of the Land Records of Allegany County, Maryland

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
GATEWAY MOTORS, INC.

LIBER 0833 PAGE 414

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 13, 1988 AT 9:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 3.00	$ 5.00

D1524230

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSON
100 S. LIBERTY STREET
CUMBERLAND MD 21502

220C3011934

A 262631

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3025 0744
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

CM

Compared and ~~Mailed~~ Delivered
Geppert, McMullen, Paye & Getty
TO 21 Prospect Sq. City
Aug 12 1988

LIBER 033 PAGE 415

ARTICLES OF INCORPORATION

OF

GEORGE WARNER & SON, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George S. Warner, whose post office address is 1201 Virginia Avenue, Cumberland, Maryland 21502; James G. Warner, whose post office address is 507 Oldtown Road, Cumberland, Maryland 21502; and Diane T. Warner, whose post office address is 507 Oldtown Road, Cumberland, Maryland, 21502; each being at least 18 years of age, do hereby associate ourselves as Incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation is:

"GEORGE WARNER & SON, INC."

THIRD: The purpose for which the Corporation is formed is as follows:

(a) To operate and maintain an establishment for the sale and repair of upholstering of automobiles, furniture, fireplace furnishings, stoves (heating appliances), storm doors, windows, screens, and similarly related merchandise as aforesaid, and to carry on all other functions in connection with the ownership and operation of the retail and repair of said articles and related appliances.

(b) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve and dispose of, and to aid and subscribe towards the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

3025 0886

MAY 13 2 06 PM 1988

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
5-13-88 at 9:08 .m.

8E0040103

businesses of the Corporation.

(c) To acquire any or all or part of the goodwill, right, property and businesses of any other person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy in any manner or dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm or corporation.

(d) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell or otherwise turn to account, the same.

(e) To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in the payment for property purchased, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract price, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its Corporation purposes.

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

(f) To apply for, obtain, own, transfer or in anyway use any licenses, issed by any Federal, State, County or municipal authority.

(g) To acquire by purchase, subscription or in any other manner, take,

receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of, and otherwise deal in and with, any shares of stocks, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants, or other instruments evidencing rights or options to receive, purchase, or subscribe for the same or representing any other rights or interests therein, or in any property or assets issued or created by any persons, firms, associations, corporations, syndicates, or by any governments, or sub-division thereof; and to possess and exercise in respect thereto any and all rights, powers, and privileges of individual holders.

(h) To carry on any other business which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, or to facilitate the transaction by the Corporation of the aforesaid business which may be calculated directly or indirectly to enhance the value of its assets and property.

The foregoing clauses shall be constructed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the Laws of the State of Maryland.

FOURTH: The post office address of the place of which the principal office of the Corporation in this State is located is 1201 Virginia Avenue, Cumberland, Maryland 21502.

FIFTH: The name and post office address of the Resident Agent of the

LAW OFFICES
GEPPERT, McMULLEN,
AYE & GETTY
MBERLAND
ARYLAND

Corporation in this State, is George S. Warner, whose post office address is 1201 Virginia Avenue, Cumberland, Maryland 21502. Said Resident Agent is an adult, being at least 18 years of age, and is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of authorized capital stock is One Hundred Thousand Dollars ($100,000.00), divided into One Thousand (1,000) shares of One Hundred Dollars ($100.00) par value for each share.

SEVENTH: The following is a description of each class of stock with the preferences, voting powers and restrictions and qualifications thereof:

The Corporation is authorized to issue only one class of shares of stock; the total number of shares is One Thousand (1,000) and all such shares shall have a par value of One Hundred Dollars ($100.00) each.

No distinction shall exist between the shares of the Corporation or the holders thereof.

Each holder or holders of the common stock of the Corporation shall be entitled to one (1) vote for each share of stock held by such stockholder.

EIGHTH: The Corporation shall have three (3) Directors, but said number shall be subject to increase pursuant to the provisions of the By-Laws of the Corporation, but shall never be less than three (3). The said George S. Warner, James G. Warner, and Diane T. Warner shall act as Directors until the first meeting of the stockholders after the adoption of the Articles of Incorporation, or until their successors are duly chosen and qualify.

NINTH: No dividends shall be payable except out of the profits of the Corporation, and no dividend shall carry interest as against the Corporation. The Declaration of the Directors as to the amount of the net profits shall be conclusive. The Directors may from time to time pay to the stockholders

LAW OFFICES
GEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

such interim dividends as in their judgment the position of the Company justifies. The Directors may retain any dividends which the Company has a lien, and may apply the same in or towards the satisfaction of the debts, liabilities, or engagements in respect of which the lien or liens exist.

TENTH: The existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, this 2 day of May, 1988.

Witness:

Maria Carnegan — George S. Warner (SEAL)
George S. Warner

Hugh A. McMullen — James G. Warner (SEAL)
James G. Warner

Hugh A. McMullen — Diane T. Warner (SEAL)
Diane T. Warner

STATE OF MARYLAND,

ALLEGANY COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 2 day of May, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared GEORGE S. WARNER, JAMES G. WARNER, and DIANE T. WARNER, and did each acknowledge the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Notarial Seal.

Alice L. Morales
Notary Public

My Commission Expires:

7-1-1990

NOTARY PUBLIC ALLEGANY COUNTY, MD.

LAW OFFICES
GEORGE, McMULLEN, POTE & GETTY
CUMBERLAND
MARYLAND

3025 0890

LIBER 0333 FOLIO 420

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 P BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	42	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Geppert, McMullen, Payne, et al
21 Prospect Square
Cumberland, Md. 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3025 0891

FILED FOR RECORD
AUG 4 1988
at 8:00 o'clock A.M.
and same day Recorded in
Liber No. ____ Folio ____
one of the Land Records of Allegany County, Maryland, and
Recorded by

ARTICLES OF INCORPORATION
OF
GEORGE WARNER & SON, INC.

LIBER 0333 PAGE 421

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 13, 1988 AT 9:08 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 22.00	$

D2561975

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE, ETAL.
21 PROSPECT SQUARE
CUMBERLAND MD 21502

220C3011782

A 262499

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3025 0885

Compared and ~~Mailed~~ Delivered CM

TO: Steve Hidey, esq. 110 Washington St, Cbld

FROM 033 422 Aug 12 1988

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ALLEGANY CENTRAL CORPORATION

ARTICLES OF INCORPORATION

RECEIVED FOR RECORD

5-18-88 at 9:58 AM

FIRST: I, W. Stevens Hidey, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is ALLEGANY CENTRAL CORPORATION.

THIRD: The purposes for which the Corporation is formed are:

(1) To purchase, lease, acquire, own, maintain, and operate locomotives, cars, and such other equipment and machinery as may be necessary or useful in the operation of a train for use in conjunction with a scenic railway and for other business purposes; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 19 Depot Street,

0027 0028

81398147

Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State are W. Stevens Hidey, 110 Washington Street, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until her successor is duly chosen and qualified is Sally Ann Showalter.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stock-

holders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to

purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of May, 1988, and I acknowledge the same to be my act.

WITNESS:

Patricia A. Heaney

W. STEVENS HIDEY

STATE OF MARYLAND 033 426

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 17

_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy HP
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	50	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

W. Stevens Hidey
110 Wash. St.
Cumberland Md
21501 - 0839

NOTE:

___1___ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

3027 0032

AUG 4 1988

at 10 o'clock and 1 same day recorded in Liber No. 033 Folio 427 one of the Land Records of Allegany County, Maryland and was examined by

ARTICLES OF INCORPORATION
OF
ALLEGANY CENTRAL CORPORATION

LIBER 033 PAGE 427

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 18, 1988 AT 9:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2563096

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
W. STEVENS HIDLEY
110 WASHINGTON STREET
CUMBERLAND MD 21502 0839

222C3012076

A 262810

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS 3027 0027

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CN

Compared and ~~Mailed~~ Delivered

TO Wilson & Wilkinson 100 S. Liberty St. City

Aug 12 19 88

GEORGE CONSTRUCTION COMPANY, INC.

LIBER 033 PAGE 428

RESOLUTION OF BOARD OF DIRECTORS

WHEREAS, the Corporation has been advised of the need for designating a new resident agent; and

WHEREAS, Edward H. George, has consented to act as resident agent; and

WHEREAS, the Board of Directors by majority vote of a quorum thereof upon motion duly made, seconded, and carried, did resolve as follows:

RESOLVED: That the Board of Directors hereby appoint Edward H. George as the resident agent for George Construction Company, Inc. The address of resident agent is 66 Frost Avenue, Frostburg, Maryland 21532.

Be it further RESOLVED that a copy of this Resolution shall be filed with the State Department of Assessments and Taxation of the State of Maryland; and

Be it further RESOLVED that the designation of any other person as resident agent be, and the same is hereby withdrawn, annulled and cancelled.

ATTEST:

Eugene J. Martin

GEORGE CONSTRUCTION COMPANY, INC.

By Robert W. Andrews
Secretary

I hereby certify that this is a true and correct copy of a Resolution passed by the Board of Directors of George Construction Company, Inc. on the 12 day of May, 1988.

GEORGE CONSTRUCTION COMPANY, INC.

By Robert W. Andrews
Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5/17/88 at 9:22 A

3025 0073

WILSON AND WILKINSON, P. A.
CUMBERLAND, MD.

LIBER 0033 .. 429

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 51

#D0108431 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
70	3.00	Recording Fee.
75	5.00	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	$8.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

✓ Change of Resident Agent

✓ Change of Resident Agent Address

___ Resignation of Resident Agent

___ Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Wilson & Wilkinson
100 South Liberty Street
Cumberland, Md 21502

NOTE:

1 Check _____ Cash

2 Documents on 1 checks

APPROVED BY: [signature]

3025 0074

AUG 4 - 1988

and same day recorded in Liber No. [illegible] Folio [illegible] one of the Land Records of Allegany County, Maryland, and examined by

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS OF GEORGE CONSTRUCTION COMPANY

LIBER 0333 PAGE 430

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 17, 1988 AT 9:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 3.00	$ 5.00

D0108431

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSON
100 SOUTH LIBERTY ST.
CUMBERLAND MD 21502

221C3012027

A 262769

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3025 0072

LIBER 033 FOLIO 431

Compared and ~~Mailed~~ Delivered CM
TO John Robb esq. 1st Federal Bldg. Cbld

ARTICLE OF INCORPORATION ---------- Aug 12 ---- 19 88

OF

R.B.W., INC.

APPROVED
5-19-88 9:17a

FIRST: I, the undersigned, John M. Robb, Jr., Baltimore Street, First Federal Building, Cumberland, Maryland, being at least twenty-one (21) years of age, do hereby associate myself as Incorporators, with the intention of forming a corporation under and by virtue of the public general laws of the State of Maryland.

SECOND: The name of the Corporation, hereinafter sometimes called the Corporation is:

R.B.W., INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and performed by it are as follows:

a) To engage in the development, marketing, distributing and selling of goods of all kinds, and especially the development of, writing, producing, marketing, distributing and selling of food products and dry goods, to engage in commercial enterprises of every kind and description and to plan, project and engage in advertising of all kinds, through, by or in all media, to promote or engage in ventures or businesses of all kinds; and in all fields, whether wholesale or retail; and to engage in development, manufacturing or processing and marketing of goods, wares, products, and merchandise of every type and description; and to do any or all things necessary, convenient or desirable in connection with any of the aforesaid functions.

b) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or

FILED MAY 19 A.D. 88

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

8140 2329 0733

dispose of goods, wares, merchandise, equipment and other personal property of every kind.

c) To purchase, lease or otherwise acquire, hold, develop, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let or in any manner encumber or dispose of real property whereever situated.

d) To transact for itself or for the account of others, the business of general brokers, general agents, commercial agents, or buyers and sellers of, dealers in, importers and exporters of raw materials, parts, manufactured goods, equipment, supplies and new or used merchandise of all kinds.

e) To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contract, good will, franchises and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any business, wholesale or retail, that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland of stocks, bonds, or other securities of the Corporation or otherwise.

f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formula, and the like, which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect to, sell, and otherwise turn to account, the same.

g) To purchase or otherwise acquire, hold or reissue shares of its capital stock of any class; and to purchase, hold, sell,

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Attorney at Law
First Federal Building
Cumberland, Maryland

assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trusts, certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligation to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

h) To loan or advance money with or without security without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notices or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real, personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligation of the Corporation for its corporate purposes.

i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

others for its own account, and to carry on any other business, which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof or to enhance the value of its property, business or rights.

j) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, district, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 100-108 Baltimore Street, Cumberland, Maryland 21502; and the resident agent of said corporation being John M. Robb, Jr., First Federal Building, 118 Baltimore Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

FIFTH: The corporation shall be a close corporation pursuant to the Annotated Code of Maryland, Corporations and Associates Article, Title 4.

SIXTH: The total number of shares of stock which the corporation has authority to issue is 5000 shares, without par value, all of which shares are of one class and are designated common stock. The stock shall be issued pursuant to Section 1244 Internal Revenue Code of 1954 and the incorporators hereby elect to issue said stock thereunder.

SEVENTH: The corporation shall have one director, pursuant to the Annotated Code of Maryland, Corporations and Associations Article, Section 5-108 which number may be increased pursuant to the By-Laws of the corporation and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Robert B. Wentworth.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

a) The Board of Directors of the Corporation is hereby empowered to authorize from time to time the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

b) No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation of who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction.

c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

d) No holders of stock of the corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine be offered to holders of any class or classes or stock at the time existing to the exclusion of the holders of any or all other classes at the time existing.

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

e) The Board of Directors shall have power to declare and authorize the payment of dividends, whether in case or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, ie. payment shall not be in cash to one stockholder and in stock to another; the said Board of Directors shall have authority to exercise, without a notice of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entitled whether associations, partnerships or individuals.

f) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws or the rescinding of existing by-laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders it shall not again be passed by the Board of Directors prior to the next annual meeting of the Corporation. This in no way limits the authority by the majority stockholders to exercise their right to make, alter or amend the By-Laws upon approval by a majority of the owners of the outstanding stock.

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Cumberland, Maryland

NINTH:

(1) As used in this Article Eighth, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporation representative in connection with the proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific cause by (i) an affirmative vote by a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes case by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

JOHN M. ROBB, JR.

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

STATE OF MARYLAND

ALLEGANY COUNTY, TO WIT;

I HEREBY CERTIFY, That on this 17th day of May, 1988 before me, the subscriber, a Notary Public of the State of Maryland, County aforesaid, personally appeared John M. Robb, Jr., satisfactorily made known to me and acknowledge the aforegoing Articles of Incorporation to be his respective act and deed.

WITNESS, my hand and Notarial Seal.

My Commission Expires: July 1, 1990.

NOTARY PUBLIC

BYRON WESTON CO. LINEN RECORD 1986

John M. Robb, Jr.
Attorney at Law
First Federal Building
Cumberland, Maryland

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 15 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ✓Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	28	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	48	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

John R Obb Jr
118 Baltimore St
Cumberland Md
21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JRO

3026 0742

FILED FOR RECORD
AUG 4 1988 at 12 o'clock M.
and same day recorded in
Liber No. 0333 Folio 441
one of the Land Records of Allegany
County, Maryland, and examined
by

ARTICLES OF INCORPORATION
OF
R.B.W., INC.

LIBER 0333 PAGE 441

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 19, 1988 AT 9:17 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 28.00	$

D2564276

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JOHN M. ROBB, JR.
118 BALTIMORE STREET
FIRST FEDERAL BUILDING
CUMBERLAND MD 21502

223C3012266

A 262974

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3026 0732
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CM

Compared and ~~Mailed~~ Delivered

TO Greg Skidmore, Esq.
103 Centre St, Cbld

Aug 12 1988

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
5-20-88 at 9 10:00 A.M.

LIBER 1033 FOLIO 442

ARTICLES OF INCORPORATION

OF

STAGGERS, HEARE & WHITEMAN, P.A.

FIRST: I, H. GREGORY SKIDMORE, whose post office address is 103 South Centre Street, Cumberland, Maryland 21501-0360, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Annotated Code, as amended.

SECOND: The name of the Corporation ("Corporation") is STAGGERS, HEARE & WHITEMAN, P.A.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the general practice of physical therapy, specializing in therapy relating to orthopedics, soft tissue management and sports medicine.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Services Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 13700 McMullen Highway, S.W., Cumberland, Maryland 21502. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 103 South Centre Street, Cumberland, Maryland 21502.

1945

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21501-0360. Said resident agent is a citizen of Maryland and actually resides in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than the number prescribed by Sections 2-402 and 5-108 of the Corporations and Associations Article of the Annotated Code of Maryland. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael F. Staggers, Donald L. Heare and Roy D.R. Whiteman, Jr.

SEVENTH: Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The board of directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the board of directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the board of directors under the general laws of the State of Maryland now or hereafter in force.

(3) With respect to:

(a) the amendment of the charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

FILED TODAY
WESTON, CO
LINEN RECORD
1988

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchise;

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the board of directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of May, 1988, and I acknowledge same to be my act.

3026 1948

FILED TODAY
WESTON, CO
LINEN RECORD
1988

WITNESS:

Cynthia Robinette H. Gregory Skidmore

H. GREGORY SKIDMORE

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 51

_____ ✓ P.A ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	1 Certified Copy 5
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]		Certificate of Conveyance
73		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Certificate of Status
NA		Foreign Corporation Registration
87		Limited Part. Cert. of Status
71		Financial
600		Personal Property Reports and late filing penalties
[redacted]70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	50	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: H. Gregory Skidmore, P.A. 103 S. Centre St. Cumberland, Md. 21501-0360

NOTE:

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: J.M.T.

CERTIFIED COPY MADE

3026 1950



ARTICLES OF INCORPORATION
OF
STAGGERS, HEARE & WHITEMAN, P.A.

033 448

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 20, 1988 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

02565596

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. GREGORY SKIDMORE, P.A.
103 S. CENTRE ST.
CUMBERLAND MD 21501 0360

225C3012441

A 263123

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3026 1944
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CM
Compared and Mailed ~~Delivered~~
TO Cumberland Summer Theatre Inc.
Dunkle Hall 102, FSU Frbg MD
Aug 12 1988

LIBER 033 FOLIO 449

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
5/25/88 at 10:50 .m.

1988 MAY 25 A 10:50

ARTICLES OF AMENDMENT

OF

CUMBERLAND SUMMER THEATRE, INC.
(NOT FOR PROFIT)

Cumberland Summer Theatre, Inc., a Maryland corporation, having its principal office at Frostburg, Maryland, hereinafter referred to as the Corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland, hereinafter referred to as the Department, that:

FIRST: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Articles FIFTH, TENTH, ELEVENTH and TWELFTH, and by substituting thereby the following new Articles FIFTH, TENTH, ELEVENTH and TWELFTH.

FIFTH: Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

TENTH: Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future

RASKEY LAW OFFICES P.A.
GRA[redacted]VILLE, MARYLAND
FRO[redacted]URG, MARYLAND

3026 2687

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Federal tax code) or shall be distributed to the Federal government, or to a state or local government, for a public purpose. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

ELEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

TWELFTH: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements)

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GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

SECOND: The trustees by a duly convened meeting held on the 24th day of May, 1988, in accordance with Subsection 2-602 and Section 5 of the Corporations and Associations Article of the Annotated Code of Maryland, duly advised and approved the foregoing amendment unanimously. There are no members. N.A.?

IN WITNESS WHEREOF, CUMBERLAND SUMMER THEATRE, INC., has caused these presents to be signed in its name and on its behalf by the Chairperson of the Board of Trustees, and its Chairperson acknowledges that these Articles of Amendment are the act and deed of CUMBERLAND SUMMER THEATRE, INC., and further acknowledges under the penalties of perjury that the matters and facts set forth herein with respect to authorization

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GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

CUMBERLAND SUMMER THEATRE, INC.

David R. Preu
Assistant Secretary

By Shirley Giarritta
SHIRLEY GIARRITTA
Chairperson of the Board of Trustees

D.R.P.

ASKEY LAW OFFICES, P.A.
GRANTSVILLE, MARYLAND
FROSTBURG, MARYLAND

1133 453

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 09 6 BUSINESS CODE _____ COUNTY 51

D2436806 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	10	1 Certified Copy 4
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	____Corp. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	_____	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Cumberland Summer Theatre
Dumble Hall 102
Frostburg State Univ.
Frostburg, Md 21532

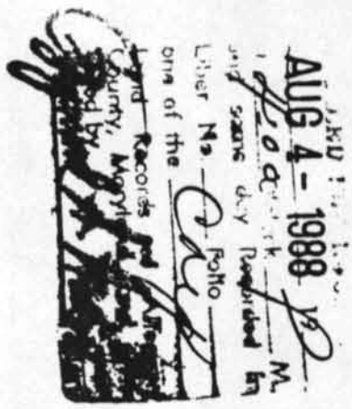
NOTE:

30 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: A

CERTIFIED COPY MADE 6 2691



ARTICLES OF AMENDMENT
OF
CUMBERLAND SUMMER THEATRE, INC.

LIBER 0333 PAGE 454

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 25, 1988 AT 10:50 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2436806

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
CUMBERLAND SUMMER THEATRE, INC.
DUNKLE HALL 102
FROSTBURG STATE UNIVERSITY
FROSTBURG MD 21532

225C3012538

A 263207

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3026 2686

Compared and ~~Mail~~ Delivered
TO. Steve Hutzler's Cody
Aug 25 1987

033 455 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

FROSTBURG COMMUNITY HOSPITAL, INC.

ARTICLES OF AMENDMENT APPROVED FOR RECORD 5/18/88 at 9:58 .m.

Frostburg Community Hospital, Inc., a Maryland corporation, having its principal office in Allegany County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

81658233

FIRST: The charter of the Corporation is hereby amended by striking out Article Two of the Articles of Incorporation and inserting in lieu thereof the following:

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Frostburg Community Hospital and Medical Center, Inc.

SECOND: The charter of the Corporation is hereby amended by striking out the first paragraph of Article Three of the Articles of Incorporation and inserting in lieu thereof the following:

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate a hospital and medical center to be known as Frostburg Community Hospital and Medical Center, Inc., no part of the net

81658234

3034 0189

earnings of which is to inure to the benefit of any member or other individual.

THIRD: The Board of Directors of the Corporation, at a meeting duly convened and held on May 9, 1988, adopted a resolution in which was set forth the foregoing amendment of the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at the regular meeting of the members of the Corporation held on May 9, 1988.

FOURTH: Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law, to all members entitled to vote thereon; and like notice was given to all members of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the members of the Corporation at said meeting by the affirmative vote of two-thirds of all votes entitled to be cast thereon.

SIXTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the members of the Corporation.

1988 JUN 13 A 10:15

IN WITNESS WHEREOF, Frostburg Community Hospital, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 9th day of May, 1988.

ATTEST:

Secretary

FROSTBURG COMMUNITY HOSPITAL, INC.

By _____, President

I, G. William Udovich, Secretary, hereby acknowledge on behalf of Frostburg Community Hospital, Inc. that the foregoing Articles of Amendment are the corporate act of said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

G. WILLIAM UDOVICH, Secretary

LIBER 0133 PAGE 458

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 09A D BUSINESS CODE _____ COUNTY 51

D0153783 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor)	Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	29	

Name Change (New Name) Frostburg Community Hospital and Medical Center, Inc.

✓ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: W. Stevens Hiday
40 Washington St.
Cumberland, MD 21501

NOTE:

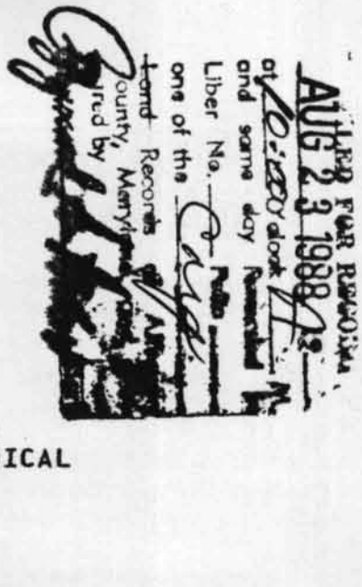
✓ Check _____ Cash

___ Documents on 2 checks

APPROVED BY: PCM

CERTIFIED COPY MADE

0034 0192



ARTICLES OF AMENDMENT
OF
FROSTBURG COMMUNITY HOSPITAL, INC.
CHANGING ITS NAME TO:
FROSTBURG COMMUNITY HOSPITAL AND MEDICAL CENTER, INC.

LIBER 0333 PAGE 459

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 18, 1988 AT 9:59 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0153783

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
W. STEVENS HIDEY
110 WASHINGTON STREET
CUMBERLAND MD 21501

240C3011851

A 266237

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3034 0188
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mail ~~Delivered~~
TO P.O. Box 230 Rawlings
Aug 25 1988

LIBER 033 PAGE 460

SOFTWARE MANAGEMENT SERVICES, LTD.
ARTICLES OF INCORPORATION

ARTICLE I.

The undersigned, John Edward Elrick of Rawlings, Maryland and Harry Shawn Leap of Cumberland, Maryland, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE II.

The name of the corporation (hereinafter the Corporation) is Software Management Services, Ltd.

ARTICLE III.

The purpose for which the Corporation is formed is as follows: to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Maryland.

ARTICLE IV.

The post office address of the principal office of the Corporation is 141 Baltimore Street, Room 207, Cumberland, Allegany County, Maryland, 21502. The name and post office address of the resident agent of the Corporation in Maryland is John Elrick, 29 South Condaway, Rawlings, Allegany County, Maryland, 21557.

ARTICLE V.

The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of the par value of $1.00 a share, all of one class, and having an aggregate par value of $100,000.00.

ARTICLE VI.

The number of directors of the Corporation shall be two (2) which number may be increased or decreased pursuant to the bylaws of the Corporation, and the names of the directors who shall act until their successors are duly chosen and qualified are John Elrick and Shawn Leap.

ARTICLE VII.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the 23rd day of May, 1988, and severally acknowledge the same to be our act.

John Edward Elrick

Harry Shawn Leap

81468187

Witness

My Commission Expires July 1, 1990

NOTARY PUBLIC ALLEGANY CO. MD.

1988 MAY 25 A

3028 0219

STATE DEPARTMENT OF ASSESSMENTS
APPR[illegible] RECORD
5-25-88 8:29 .m.

LIBER 033 PAGE 461

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

John Elrick
P. O. Box 230
Rawlings, Md. 21557

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3028 0220

AUG 23 1988 at 10:00 o'clock and same day recorded Liber No. [illegible] one of the land Records of Allegany County, Maryland and examined by [illegible]

ARTICLES OF INCORPORATION
OF
SOFTWARE MANAGEMENT SERVICES, LTD.

LIBER 033 PAGE 462

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 25, 1988 AT 8:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2567709

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JOHN ELRICK
P.O. BOX 230
RAWLINGS MD 21557

227C3012745

A 263391

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS [illegible]
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mail Delivered CM
TO Anderson, Rudd & Donahue
39 Greene St. Cbld.
MAY 27 1965

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
463 APPROVED FOR RECORD
5-25-65 at 9:15 .m.

INTERFAITH COMMUNITY PANTRY, INC.

9

ARTICLES OF INCORPORATION

FIRST: I, William M. Rudd, whose post office address is 39 Greene Street, Cumberland, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is **INTERFAITH COMMUNITY PANTRY, INC.**

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare,and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the power contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner

ANDERSON & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

MAY 25 9 15 AM 1965

as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article ELEVENTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such power are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170 (C)(2) of the Internal Revenue Code of 1954 (or the corresponding provision

ANDERSON & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

of any future United States Internal Revenue Law).

(c) Included among the education and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

To organize and maintain a community pantry food distribution center for low-income and disadvantaged persons;

To obtain food supplies for distribution to low-income and disadvantaged persons;

To assist low-income and disadvantaged persons in obtaining food and other necessities;

To solicit from the community and from community organizations items of food and funds to acquire food for ultimate distribution to low-income and disadvantaged persons;

To join with other organizations providing human services to low-income and disadvantaged persons in creating a climate of maximum human growth and development through common research, education and actions;

To receive, invest and disburse funds and to hold and to manage property for the purposes of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 301 Cumberland Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is William M. Rudd, 39 Greene Street, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

SIXTH: The requirements and qualifications for, and classes of, membership in this Corporation, and voting rights of the members, shall be as set forth in the By-Laws.

SEVENTH: The private property of the members, directors and officers shall not be subject to the payment of corporate debts of this Corporation to any extent whatsoever.

ANDERSON & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

EIGHTH: The number of Directors of the Corporation shall be at least three (3) and no more than (15). Authority is hereby granted to the members of this Corporation entitled to vote, to change from time to time the authorized number of Directors of this Corporation by duly adopted By-Law, or by a duly adopted amendment of the By-Laws, of this Corporation provided that in no case shall such number be less than (3). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Myron Simpson — John Rorick

Earl Ashenfelter — Cleo Dunlap

NINTH: Upon dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged. However, if there is no organization in existence having a similar or analogous character or purpose that was in some way associated with or connected with the corporation to which the property belonged, then the assets will be distributed to a charitable organization (as hereinafter defined).

TENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States. Said By-Laws may be hereafter amended or repealed by the members of the Corporation having voting rights, by any method provided for in the By-Laws.

ELEVENTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created

ANDERSON & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for the charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article ELEVENTH shall be entitled to exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501 (c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TWELFTH: (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ANDERSON & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

3028 1969

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of May, 1988, and I acknowledge same to be my act.

William M. Rudd
WILLIAM M. RUDD

ANDERSON & RUDD
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

3028 1970

LIBER 033 PAGE 469

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 D BUSINESS CODE 04 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ✓Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	12	1 Certified Copy 6
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	54	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____

Anderson, Rudd & Donahue
39 Greene St.
P.O. Box 659
Cumberland, Md 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3028 1971

CM

Compared and ~~Mail~~ Delivered

TO Steve Haley 39 Washington St City

Aug. 25 1988

FILED FOR RECORD
AUG 23 1988 12 N
at 2:20 o'clock
and same day recorded in
Liber No. [illegible]
one of the [illegible]

ARTICLES OF INCORPORATION
OF
INTERFAITH COMMUNITY PANTRY, INC.

LIBER 033 PAGE 470

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 25, 1988 AT 9:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 22.00	$

D2568525

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ANDERSON, RUDD & DONAHUE
39 GREENE ST. P.O. BOX 657
CUMBERLAND MD 21502

228C3010012

A 263515

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3028 1964

LIBER 033 FAGE 471

STATE D...

CUMBERLAND VALLEY PETROLEUM CORPORATION

ARTICLES OF AMENDMENT

5-27-88 at 8:32a

Cumberland Valley Petroleum Corporation, a Maryland corporation, having its principal office at 1 Potomac Street, Cumberland, Maryland, 21502 ("the Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland ("Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Cumberland Petroleum Corporation."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment. 3031 1599

81488368 81488367

IN WITNESS WHEREOF, Cumberland Valley Petroleum Corporation has caused these presents to be signed in its name and in its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 12th day of May, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Cumberland Valley Petroleum Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Dorothy J. Sellers
Secretary

CUMBERLAND VALLEY PETROLEUM CORPORATION

By Robert G. Salathe, Jr.
ROBERT G. SALATHE, JR.
President

CUMBERLAND VALLEY PETROLEUM CORPORATION SEAL 1986 MARYLAND

3031 1600

LIBER 033 FOLIO 473

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A4 BUSINESS CODE _____ COUNTY 51

D2186138 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor)	Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	8	1 Certified Copy 2p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	28	

Name Change (New Name) Cumberland Petroleum Corporation

✓ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

W. Stevens Hidey
110 Wash. St.
Cumberland Md
21501-0839

NOTE:

✓ Check _____ Cash

1 Documents on 2 checks

APPROVED BY: GD

3031 1601

AUG 23 1988

ARTICLES OF AMENDMENT
OF
CUMBERLAND VALLEY PETROLEUM CORPORATION
CHANGING ITS NAME TO:
CUMBERLAND PETROLEUM CORPORATION

LIBER 0333 PAGE 474

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 27, 1988 AT 8:32 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2186138

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
W. STEVENS HIDLEY
110 WASHINGTON STREET
CUMBERLAND MD 21501 0839

231C3010505

A 263951

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3031 1598
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mail Delivered
TO. R. P. Whetzel, Esq.
Westernport
Aug. 25 19 88

LIBER 033 FOLIO 475

ARTICLES OF INCORPORATION

OF

LAVALE MINI GOLF, INCORPORATED

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5/27/88 at 8:43 m.

THIS IS TO CERTIFY:

FIRST:

That we, the subscribers, DON R. PARSONS, JR., whose post office address is Box 338, Barton, Maryland, 21521, and JOSEPH MULLENAX, whose post office address is 544 Arnett Terrace, Cumberland, Maryland, 21502, and CYNTHIA A. PARSONS, whose post office address is 114 West Main Street, Apartment No. 2, Frostburg, Maryland, 21532, each being at least 18 years of age, do, under and by virtue of the general laws of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation as incorporators.

SECOND:

The name of the corporation (which is hereinafter called the corporation) is "LaVale Mini Golf, Incorporated."

THIRD:

The purposes for which the corporation is formed and the business to be carried on and promoted by it are as follows:

To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, deal and develop real and personal property necessary to establish and own and operate a mini golf course property. Generally to do all things incident to and necessary for the development and management of said real and personal property connected with and incident to a mini golf course or project connected therewith in accordance with the general laws of the State of Maryland.

FOURTH: 1988 MAY 27 A 8:43

81488042

The post office address of the place at which the principal office of the corporation in this state will be located is Winchester Road and

National Highway, LaVale, Maryland, 21504. The resident agent of the corporation is DON R. PARSONS, JR., whose address is Box 338, Barton, Maryland, 21521. Said resident agent is a resident of the State of Maryland and actually resides therein.

FIFTH:

The total authorized capital stock of the corporation is 1000 shares of common stock with a par value of $25.00 each.

SIXTH:

The corporation shall have three Directors, and the said Don R. Parsons, Jr., Joseph Mullenax and Cynthia A. Parsons shall be and act as such until the first annual meeting, or until their successors are duly chosen and qualified.

SEVENTH:

The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30 day of April, 1988.

Doris Murphy
Witness:

Don R. Parsons, Jr. (SEAL)
Don R. Parsons, Jr.
Box 338, Barton, MD 21521

Doris Murphy
Witness:

Joseph Mullenax (SEAL)
Joseph Mullenax
7 Elder St., Cumberland, MD 21502

Doris Murphy
Witness:

Cynthia A. Parsons (SEAL)
Cynthia A. Parsons
114 West Main St., Apartment No. 2
Frostburg, MD 21532

0028 0025

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY that on this 30th day of April, 1988, before me, a Notary Public of the State and County aforesaid, personally appeared Don R. Parsons, Jr., Joseph Mullenax and Cynthia A. Parsons and acknowledged the aforegoing Articles of Incorporation to be their voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year first above written.

My Commission Expires
July 1, 1990

Margaret A Clark
Notary Public

NOTARY PUBLIC (SEAL) ALLEGANY CO. MD

LIBER 0033 FOLIO 478

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Horace Whitworth Jr
P.O. Box 237
Westernport md
21562

NOTE:

✓ _____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: PCM



ARTICLES OF INCORPORATION
OF
LAVALE MINI GOLF, INCORPORATED

LIBER 0333 PAGE 479

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 27, 1988 AT 8:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

02567572

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HORACE WHITWORTH JR.
P.O. BOX 237
WESTERNPORT MD 21562

227C3012772

A 263417

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Compared and ~~Mail~~ Delivered
TO Bob Kazary, 127 Greene St. City
Aug 24 19 88

LIBER 033 FOLIO 480

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1988.

*** ***** ***

ARTICLES OF INCORPORATION

OF

ALLIED MACHINERY & SUPPLY CO., INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, STEVEN D. GLANVILLE, being at least eighteen (18) years of age, hereby form a closed corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

ALLIED MACHINERY & SUPPLY CO., INC.

THIRD: The purpose for which the said Corporation is formed are as follows:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
6/1/88 at 10:07 a.m.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

8153 3025 7048

JUN - 1 AM 10:07 1988

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is PO Box 326, 75 Grant Street, Frostburg, Maryland 21532. The Resident Agent of the Corporation is Steven D. Glanville, whose post office address is PO Box 326, 75 Grant Street, Frostburg, Maryland 21532. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of which is common stock without par value.

SIXTH: The Corporation shall have two (2) directors, namely, Steven D. Glanville and James E. Marsh, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

G. The Corporation reserves the right to amend its charter so

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

J. No contract or other transaction between this Corporation and

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ATTORNEY AT LAW
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CUMBERLAND, MD
21502

any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether

OBERT O. KAZARY
TTORNEY AT LAW
127 GREENE ST.
UMBERLAND, MD
21502

civil, criminal, or administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in

ROBERT O. KAZARY
ATTORNEY AT LAW
12 GREENE ST.
CUMBERLAND, MD
21502

respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of

OBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
UMBERLAND, MD
21502

the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

administrators of such a person.

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 24 day of May, 1988.

WITNESS:

_____ X _____ (SEAL)
STEVEN D. GLANVILLE

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 24 day of May, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared STEVEN D. GLANVILLE and acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal the day and year last above written.

_____
NOTARY PUBLIC

My Commission Expires: July 1, 1990

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

033 491

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ___Close /Stock ___Nonstock

Merging (Transferor) _____

_____

_____

_____

Surviving (Transferee) _____

_____

_____

_____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	32	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	52.00	

Name Change (New Name) _____

_____

_____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Robert O. Kanary, Esq.

MAIL TO ADDRESS: One Plum Court
127 Greene St.
Cumberland, MD 21502

NOTE:

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

3029 1059

FILED FOR RECORD
AUG 23 1988 at 12 o'clock M.
and same day Recorded In
Liber No. 033
one of the Land Records of Allegany
County, Maryland, and
Examined by

ARTICLES OF INCORPORATION
OF
ALLIED MACHINERY & SUPPLY CO., INC.

LIBER 033 PAGE 492

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 1, 1988 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 32.00	$

D2570901

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: ROBERT C. KAZARY, ESQUIRE
ONE PLUM COURT, 127 GREENE ST.
CUMBERLAND MD 21502

230C3010312

A 263782

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3029 1047
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and ~~Mail~~ Delivered GM
TO... Greene St. Ltd.
Aug 25 19 W

0033 493

ARTICLES OF INCORPORATION

OF

SALON NOUVEAU, INC.

A CLOSE CORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
6/9/88 at 8:53 a.m.

THIS IS TO CERTIFY:

FIRST: That the subscriber, H. Jack Price, Jr., whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502, beind of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

SALON NOUVEAU, INC.

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in the business of a beauty salon, including the cutting or trimming of hair; the bleaching, dyeing, shampooing and styling of hair; manicuring and pedicuring, and other treatments for enhancing the appearance of the patron.

(b) To manufacture, purchase or otherwise acquire, hold mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber of dispose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

JUN -9 A 8:33 1988

3032 1644

81618044

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock or, or voting trust certificate of any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association or ganized under the laws of the State of maryland, or of any other state, territory, district, colony or dependency of the Untied States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse, or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any

manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in ay or all states, territories, district, colonies, and dependenceies in the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to

the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(a) The Directors of the Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation, and as of the effective date of the elections of the Corporation to have no Board of Directors, the stockholders are pecuniarily or otherwise interested in, or are Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders or officers of, such corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, or a majority thereof; and any Director of this Corporation, or stockholder, who is also a

Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this Corporation, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, who shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends are paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of the, or any such surplus, or net profits. The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors or stockholders shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any

of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holder of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Directors, and as of the effective date of the election of the Corporation to have no Board of directors, the stockholders, in their discretion may determine, and at such price as the Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may, as said Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders, shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders shall have power, subject to any limitations or restriction herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The Corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 952 Seton Drive, Cumberland, Maryland, 21502. The resident agent of the Corporation is H. Jack Price, Jr. whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two (2) Directors who shall be Marsha L. Twigg and Linda A. Harden provided, however, that from and after the Organizational Meeting of the Directors and the issuance of stock at such meeting, that the Corporation shall elect to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporations and Associations Volume of the Annotated Code of Maryland.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand shares without par value.

EIGHTH: The Corporation elects to be treated as a Cloase Corporation, and its duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of June, 1988.

WITNESS:

Debra D. Blank

H. Jack Price, Jr. (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 1st day of June, 1988, before me, the subsriber, a Notary Public in and for the aforesaid State and County, personally appeared H. Jack Price, Jr., and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra D. Blank
Notary Public

DEBRA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD

My Commission Expires: 7/1/90

LIBER 033 PAGE 502

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 04 BUSINESS CODE 03 COUNTY 07

_____ ___P.A ___Religious ✓Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20.	Organ. & Capitalization
61	28.	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	46.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: H. Jack Price, Jr. Esq.

MAIL TO ADDRESS: Wilson + Wilkinson, P.A. 100 South Liberty Street P.O. Box 1324 Cumberland, MD 21502

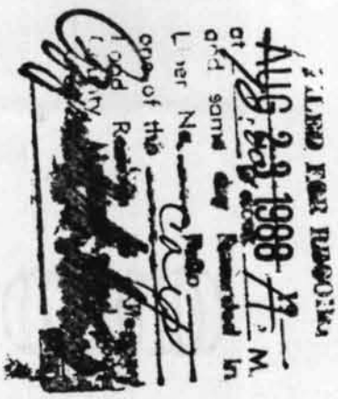
NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

3032 1653



ARTICLES OF INCORPORATION
OF
SALON NOUVEAU, INC.

LIBER 0333 PAGE 503

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 9, 1988 AT 8:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 28.00	$

D2577187

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILSON & WILKINSTON, P.A.
ATTN: H. JACK PRICE, JR., ESQ.
100 SOUTH LIBERTY ST.
P.O. BOX 1379
CUMBERLAND, MD 21502

237C3011273

A 264637

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3032 1643

Compared and ~~Mail~~ Delivered CM
TO. Walsh, Walsh & Reinhard
Liberty Trust Bldg, Cbg
June 25 1988

LIBER 033 PAGE 504

ARTICLES OF INCORPORATION

OF

GIM LEASING, INC.

9

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, GEORGENE I. McKENZIE, whose post office address is 905 Balmoral Road, Cumberland, Allegany County, Maryland 21502, being at least eighteen (18) years of age; and RICHARD E. McKENZIE, whose post office address is 905 Balmoral Road, Cumberland, Allegany County, Maryland 21502, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is:

GIM LEASING, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

A. To buy, sell, rent, or lease new and used office equipment of any type or nature, to repair and service office equipment of any type or nature, and to buy, sell, rent, or lease accessories and other items incident to the leasing, rental and sale of new or used office equipment of any type or nature.

B. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
6-10-88 at 8:52 a.m.

1988 JUN 10 A 8:52

3032 1464
81628140

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 151 North Center Street, Cumberland, Allegany County, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State are:

DANE E. TAYLOR
Suite 500, Liberty Trust Building
81 Baltimore Street
Cumberland, Maryland 21502

Said Resident Agent is a citizen of Maryland, actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 100 shares of common stock, all of one class, and having no par value.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased pursuant to the Bylaws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: GEORGENE I. McKENZIE and RICHARD E. McKENZIE.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of June 1988.

WITNESS:

_____ _____ (SEAL)
GEORGENE I. McKENZIE

_____ _____ (SEAL)
RICHARD E. McKENZIE

STATE OF MARYLAND,

COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, that on this 4th day of June 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GEORGENE I. McKENZIE and RICHARD E. McKENZIE, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the foregoing instrument, and they acknowledged the Articles of Incorporation to be their act, and that they signed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above written.

My Commission Expires:
July 1, 1990

Notary Public

LIBER 033 FOLIO 507

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	49	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Walsh, Walsh & Reinhart
Ste. 500
81 Baltimore St.
Cumberland, Md. 21502

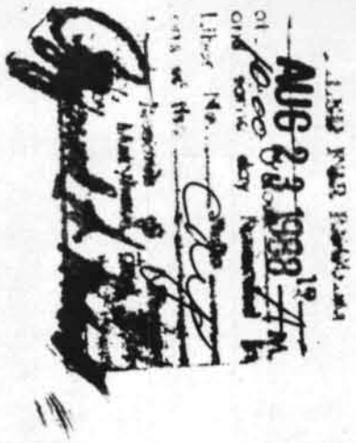
NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T

3032 1467



ARTICLES OF INCORPORATION
OF
GIM LEASING, INC.

LIBER 033 PAGE 508

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 10, 1988 AT 8:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2576882

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WALSH, WALSH & REINHART
STE. 500, 81 BALTIMORE ST.
CUMBERLAND MD 21502

237C3011243

A 264607

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3032 1463

Compared and ~~Mailed~~ Delivered
TO Bob Kazary Esq Greene St. City
Aug 25 1988

LIBER 033 FOLIO 509

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1988.

*** ***** ***

ARTICLES OF INCORPORATION

OF

SMITH & JONES, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, KENNETH L. MARKLE, JR., being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

SMITH & JONES, INC.

THIRD: The purpose for which the said Corporation is formed are as follows:

A. To engage in any lawful purposes and/or business.

ROBERT O. KAZARY
ATTORNEY AT LAW
[redacted] GREENE ST.
CUMBERLAND, MD
21502

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
6/10/88 at 9:25 .m.

JUN 10 1988

033 1768
81628174

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 285 Main Street, Westernport, Allegany County, Maryland 21562. The Resident Agent of the Corporation is Robert E. Hickey, Sr., whose post office address is Route 1 Box 209-B, McCoole Road, Route 135, Westernport, Maryland 21562. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

which is common stock without par value.

SIXTH: The Corporation shall have three (3) directors, namely, Kenneth L. Markle, Jr., Helen M. Markle and Edith L. Hickey, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on one class to holders of stock of another class or classes; and shall have

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

G. The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights as expressly set forth in

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative, or investigative (other than an action by

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who

RT O. KAZARY
ATTORNEY AT LAW
GREENE ST.
CUMBERLAND, MD
21502

were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

LIBER 0333 PAGE 519

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 6 day of JUNE, 1988.

WITNESS:

KENNETH L. MARKLE, JR. (SEAL)

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 6 day of JUNE, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared KENNETH L. MARKLE, JR. and acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal the day and year last above written.

NOTARY PUBLIC

My Commission Expires: July 1, 1990

ROBERT O. KAZARY
ATTORNEY AT LAW
1 GREENE ST.
CUMBERLAND, MD
21502

LIBER 033 PAGE 520

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 0-1 BUSINESS CODE 03 COUNTY 1

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	12	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	52.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: Robert C. Lazarus, Esq

MAIL TO ADDRESS: One Plum Court 127 Greene Street Cumberland, MD 21502

NOTE:

✓Check _____Cash

_____ Documents on _____ checks

APPROVED BY: DTC

3032 1779



ARTICLES OF INCORPORATION
OF
SMITH & JONES, INC.

LIBER 033 PAGE 521

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 10, 1988 AT 9:25 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 32.00	$

D2577401

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: ROBERT O. KAZARY, ESQ.
ONE PLUM COURT
127 GREENE ST.
CUMBERLAND MD 21502

237C3011295

A 264651

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3032 1767
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

CM

Compared and Mail Delivered
TO Delaney, Turnbull & Assoc.
53 Greene St. Cbld.
Aug 25 19 84

LIBER 133 FOLIO 522

9

ALLEGANY DEVELOPMENT COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward M. Delaney, whose address is 53 Greene Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Allegany Development Company, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the ownership, rental, and sale of real estate, investment of funds in whatsoever type of investment vehicle or business as may be approved by the Board of Directors, and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code.

FOURTH: The post office address of the principal office of the Corporation in this State is 53 Greene Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Edward M. Delaney, 53 Greene Street, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

90 AM 5 JUN 88 RHH 8861

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
6-13-88 at 10:06 a.m.

81658210

3034 3496

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Edward M. Delaney

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitation as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or constructed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and,

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this ninth day of June, 1988, and I acknowledge the same to be my act.

Edward M. Delaney

Edward M. Delaney

LIBER 033 FOLIO 526

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 57

_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	28	Organ. & Capitalization
61	28	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Delaney, Turnbull & Associates, P.A.
53 Greene St.
Cumberland, Md 21502

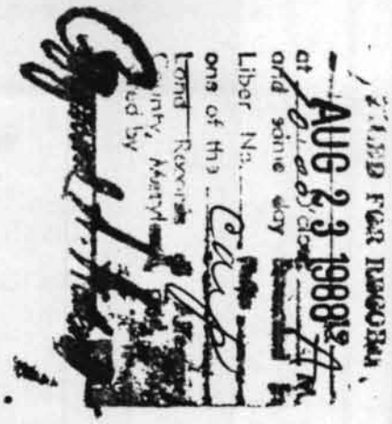
NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3034 2500



ARTICLES OF INCORPORATION
OF
ALLEGANY DEVELOPMENT COMPANY, INC.

LIBER 033 PAGE 527

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 13, 1988 AT 10:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2582922

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
DELANEY, TURNBULL & ASSOCIATES PA
53 GREENE ST.
CUMBERLAND MD 21502

244C3012269

A 266633

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3034 2495

Compared and Mail Delivered
TO Walsh, Walsh, Brunnaud & Brady
Aug. 25, 1988

MER 0033 PAGE 528

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
6-13-88 at 10:35 .m

JULIANS INCORPORATED

ARTICLES OF INCORPORATION

I, G. DOUGLAS REINHARD, certify to the State Department of Assessments and Taxation as follows:

1. My post office address is 927 Braddock Road, Cumberland, Maryland, 21502. I am older than 18 years of age and I act under the Corporations and Associations Article of the Annotated Code of Maryland as incorporator with the intention of forming a corporation.

2. The name of the corporation (the Corporation) is:

Julians Incorporated

3. The purposes for which the Corporation is formed and the business or objects carried on and promoted by it are as follows:

A. To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessans, lunchrooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions and other eating and drinking places and establishments of every kind and description and checkrooms, newsstands and cigar, cigarette and tobacco stands, and stores and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires and purveyors, suppliers, preparers, servers and dispensers of food and drink; and to engage in all activities to render all services and to buy, sell, use, handle and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products and merchandise incidental or related to the above, or of use with respect to it.

3033 0424

B. To manufacture, produce, treat, purchase and otherwise acquire, cook, bake and otherwise prepare, can, bottle and otherwise package and exchange, distribute, sell and otherwise dispose of, handle, market, store, import, export, deal and trade-in and with confections, extracts, syrups, food and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco and smoking supplies, and products, books, newspapers, magazines and other publications and all similar kindred and allied articles, products and merchandise.

C. To acquire by purchase, lease or otherwise and to improve and develop real property. To erect dwellings, apartment houses and other buildings, private or public of all kinds. To sell or rent any of the above. To layout, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks, and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved and any right or interest in the same.

D. To have and to exercise all the powers now or hereafter conferred by the laws of Maryland upon corporations and to engage in any other lawful activities.

4. The post office address of the place at which the principal office of the Corporation in this state will be located is 620 Columbia Avenue, Cumberland, Maryland, 21502.

5. The Resident Agent of the Corporation is Hilda V. Smith, 325 National Highway, LaVale, Maryland, 21502. The Resident Agent is a resident of the State of Maryland and actually resides there.

6. The Corporation shall have not less than three directors which number may be increased pursuant to the bylaws of the Corporation and Julian F. Schonter, Jr., Paula Lopez Schonter and Hilda V. Smith shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

7. The total number of shares of stock which the Corporation has the authority to issue shall be 10,000. This stock shall have the par value of One Dollar ($1.00) per share and the aggregate par value of all shares is $10,000.00.

8. I acknowledge these Articles of Incorporation to be my act and deed.

WITNESS my signature this 9th day of June, 1988.

WITNESS:

_____ _____ (SEAL)
G. DOUGLAS REINHARD

LIBER 0333 FOLIO 531

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 57

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Certificate of Status
NA		Foreign Corporation Registration
87		____Limited Part. Cert. of Status
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	49	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Walsh, Walsh & Reinhart
504 Liberty Trust Bldg.
Cumberland, Md. 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3033 0427



ARTICLES OF INCORPORATION
OF
JULIANS INCORPORATED

LIBER 033 PAGE 532

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 13, 1988 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2578631

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WALSH, WALSH & REINHART
504 LIBERTY TRUST BLDG.
CUMBERLAND MD 21502

239C3011550

A 264881

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3033 0423
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mailed Delivered
TO Seppert McMullen Paye
Prospect Sq.
Cumb. MD
6/14/88 19

LIBER 0133 FOLIO 533

COMMUNITY COUNSELING CENTER, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

COMMUNITY COUNSELING CENTER, INC., a Maryland Corporation, having its principal office in Cumberland, Allegany County, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is Community Counseling Center, Inc., and the post office address of the principal office of the Corporation in the State of Maryland is 530 Memorial Avenue, Cumberland, Maryland 21502.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution, and until the affairs are wound up is: Gregory H. Getty, 21 Prospect Square, Cumberland, Maryland 21502.

8:868208

FOURTH: The name and address of each director of the Corporation are as follows:

William Chesno
2 Bel Air Court
Bel Air
Cumberland, MD 21502

Dr. Robert Donnelly
Professor of Management
Frostburg State University
Frostburg, MD 21532

Bertram Lazarus
218 Paca Street
Cumberland, MD 21502

Gregory H. Getty
21 Prospect Square
Cumberland, MD 21502

Reverend Donald Sause
P.O. Box 227
Frostburg, MD 21532

Catherine Marketto
1951 Durham Drive
Cumberland, MD 21502

Rabbi Edwin Schoffmann
1 Columbia Street
Cumberland, MD 21502

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
6/14/88 at 9:59 m.
[redacted] 424

1988 JUN 14 A 9:59

1988 MAY 26 A 9:03

LAW OFFICES
SEPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

FIFTH: The name, title and address of each officer of the Corporation are as follows:

Reverend Donald Sause - President
P.O. Box 227
Frostburg, MD 21532

Dr. Robert Donnelly - Vice President
Professor of Management
Frostburg State University
Frostburg, MD 21532

Bertram Lazarus - Treasurer
218 Paca Street
Cumberland, MD 21502

Rabbi Edwin Schoffmann- Secretary
1 Columbia Street
Cumberland, MD 21502

SIXTH: A voluntary dissolution of the Corporation was approved in the manner and by the vote required by law, and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, subject to Section 3-402(a) and (c) approved by resolution of a majority of the entire Board of Directors, and duly executed by, said Board of Directors of the Corporation, inasmuch as the Corporation has no stock entitled to be voted on the dissolution either outstanding or subscribed for. This Corporation has no members.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by a certificate provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes not barred by limitations which are levied on assesments made by the State Department of the Assesments and Taxation of Maryland, and billed by and payable to the issuer of each of said certificates by the corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, Community Counseling Center, Inc. has caused these presence to be signed in its name, and on its behalf by its President, and its Corporate Seal to be hereunto affixed and attested by its Secretary, this 5th day of Nov., 1987, and its President acknowledges that

LAW OFFICES
EPPERT, McMULLEN,
PAYE & GETTY
CUMBERLAND
MARYLAND

these Articles of Voluntary Dissolution are the Act and Deed of Community Counseling Center, Inc., and under the penalties of perjury, that the matter set forth here and with respect of the authorization and approval are true in all material respects to the best of his knowledge, information and belief.

COMMUNITY COUNSELING CENTER, INC.

By Donald F. Sauro (SEAL)
President

ATTEST: Gregory D. Getty
Secretary (Acting)

LAW OFFICES
GE[redacted]T, McMULLEN,
[redacted]E & GETTY
[redacted]MBERLAND
MARYLAND

LIBER 033 PAGE 536

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ CPA
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

COMMUNITY COUNSELING CENTER, INC.

have been paid.

WITNESS my hand and official seal this

2ND day of JUNE A.D. 1988.

Catherine A. Neal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

033 427

PS-409

LIBER 0033 FOLIO 537

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE 04 COUNTY 51

D03333224 ___P.A ___Religious ___Close ___Stock ✓Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		___Corp. Good Standing
NA		Foreign Corporation Registration
87		___Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	$50.00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

X Change of Resident Agent

X Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Gregory G. Hetty, Esq.

MAIL TO ADDRESS: Geppert, McMullin, Paye + Hetty
21 Prospect Square
Cumberland, MD 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

0033 1428

AUG 23 1988

AUG 23 1988 10:34 at 10:00 o'clock A. M. and same day Recorded in Liber No. [illegible] Folio one of the Land Records of Allegany County, Maryland, and [illegible] by [illegible]

THE ARTICLES OF DISSOLUTION
OF
COMMUNITY COUNSELING CENTER INC.

LIBER 033 PAGE 538

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 14, 1988 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0383224

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
GEPPERT, MCMULLEN, PAYE, ETAL
ATTN: GREGORY G. GETTY, ESQUIRE
21 PROSPECT SQUARE
CUMBERLAND MD 21502

239C3011639

A 266045

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3033 1423
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

CM

Compared and Mail ~~Delivered~~

TO Thomas Fram 504 Victoria St, Cum

June 25 19 88

083 539

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

JERRY'S LIQUORS, INC.

ARTICLES OF INCORPORATION

6-15-88 at 8:41a m.

1988 JUN 15 P 8:41

FIRST: I, Thomas P. Fram, whose address is 504 Victoria Street, Cumberland, Maryland 21502, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Jerry's Liquors, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the sale of any and all alcoholic beverages, the sale of miscellaneous and sundry retail items, the sale, redemption and execution of transactions necessary to operate Maryland lottery operation, and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code.

FOURTH: The post office address of the principal office of the Corporation in this State is 504 Victoria Street, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Thomas P. Fram, 504 Victoria Street, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

81078073

3034 2465

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Thomas P. Fram

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitation as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or constructed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and,

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of June, 1988, and I acknowledge the same to be my act.

Thomas P. Fram

LIBER 0133 FOLIO 543

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 021 BUSINESS CODE 03 COUNTY 21

#_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____
Thomas Fram
504 Victoria St.
Cumberland, Md
21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JW

3034 2469

ARTICLES OF INCORPORATION
OF
JERRY'S LIQUORS, INC.

LIBER 033 PAGE 544

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 15, 1988 AT 8:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2582872

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
THOMAS FRAM
504 VICTORIA ST.
CUMBERLAND MD 21502

244C3012264

A 266628

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3034 2464

CM
Compared and Mail Delivered
TO. CSX Transportation Inc. 500 Water Street Cty
Aug 25 1988

LIBER 0333 FOLIO 545

MARYLAND
State Department of Assessments and Taxation

No 70

CERTIFICATE OF CONSOLIDATION OR MERGER FOR FOREIGN CORPORATIONS—§3-117

Pursuant to §3-117 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an instrument of consolidation or merger has been filed in its office by Whiteford, Taylor & Preston which said document of consolidation or merger was received by said Department on 7/7/88 and in accordance with said Article and Section of the Code it is further certified:

(A) The names and jurisdictions of incorporation of the merging or consolidating corporations are THE CHESAPEAKE AND OHIO RAILWAY COMPANY (A VIRGINIA CORPORATION)

(B) The name and jurisdiction of incorporation of the surviving or new corporation is CSX TRANSPORATION, INC. (A VIRGINIA CORPORATION)

(C) The location of the principal office in Maryland (if any) of the surviving or new corporation is 100 North Charles Street Baltimore, Maryland

(D) The document of consolidation or merger is dated September 2nd, 1987

(E) The date of receipt for record of the document of consolidation or merger in the office of the officer or agency of the jurisdiction of incorporation of the new or surviving corporation, as set forth in an officially certified copy thereof filed with this Department, was July 7th, 1988

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION SEAL OF MARYLAND

AS WITNESS to the act of the State Department of Assessments and Taxation at Baltimore, this 13th day of July, 1988., I have set my hand and caused the seal of said Department to be hereto affixed.

Paul B. Anderson
Assistant Corporate Administrator

CERTIFICATE OF CONVEYANCE

PART I. 1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Allegany County

2. TRANSFEROR THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia Corporation

3. TRANSFEREE CSX TRANSPORTATION, INC., a Virginia Corporation

4. CERTIFICATE OF CONVEYANCE ACCOMPANYING:
(PLEASE CHECK APPROPRIATE BOX)

____ARTICLES OF TRANSFER

___ARTICLES OF MERGER

___ARTICLES OF CONSOLIDATION

_X_ DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS

5. INTEREST IN LAND AFFECTED: (SHOW SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.) Description attached

6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME CSX TRANSPORTATION, INC.
, ADDRESS 500 Water Street,
Jacksonville, Florida zip code 32202

PART II. FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOXES.)

1. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property?
(____) YES (____) NO

2. Is this a merger of a parent corporation into its subsidiary corporation?
(____) YES (____) NO

3. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A.) previously owned real property? (___YES ___NO)
B.) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (____)YES (____)NO
C.) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (____)YES (____)NO

NOTE: IF ALL ANSWERS TO QUESTIONS 1 THROUGH 3 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJEC TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE SECTION III. GO ON TO PART IV. COMPLETE SECTIONS B, C & D OF PART IV IF THIS IS A TAXABLE TRANSACTION. IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART IV.

PART III. FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER/MERGER

1. Is this transfer of real property subject to agricultural transfer tax?
(____)YES (_X_)NO

2. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer tax ?
(____)YES (_X_)NO

NOTE: IF THE ANSWER TO QUESTION 2 IS YES, THE TRANSACTION IS TAXABLE BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 3, 4 AND 5. GO ON TO PART IV.

3. Is this a transfer of real property under a reorganization described in §368(A) of the Internal Revenue Code or under §371 through 374 of the Internal Revenue Code?
(_X_)YES (____)NO

NOTE: IF THE ANSWER TO QUESTION 3 IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART III AND GO ON THE PART IV. IF THE ANSWER IS NO, CONTINUE ON WITH QUESTION 4.

4. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation?
(____)YES (____)NO

(OVER)

3036 2864

Rev. 8/87

NOTE: IF THE ANSWER TO QUESTION 4 IS YES, PLEASE ANSWER QUESTIONS 4A, 4B AND 4C. IF THE ANSWER IS NO, SKIP QUESTIONS 4A, 4B AND 4C AND GO ON TO QUESTION 5.

Is this real property being transferred to:

4A.) a person who was an original shareholder of the corporation?
(____)YES (____)NO

4B.) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation?
(____)YES (____)NO

4C.) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?
(____)YES (____)NO

5. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (____)YES (____)NO

6. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

6A.) previously owned the real property? (____)YES (____)NO

6B.) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (____)YES (____)NO

6C.) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (____)YES (____)NO

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 4 IS YES AND THE ANSWER TO ANY OF QUESTIONS 4A, 4B, 4C, 5, 6A, 6B, OR 6C IS YES; OR (2.) THE ANSWER TO QUESTION 4 IS NO AND THE ANSWER TO ANY OF QUESTIONS 5, 6A, 6B, or 6C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART IV.

PART IV. COMPLETE SECTIONS A, B, C & D OF PART IV IF PART III QUESTION 2 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART III QUESTION 2 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A.) CONSIDERATION FOR REAL PROPERTY CONVEYED $_____

B.) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. $_____

C.) ALL PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY X HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED _____ HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)

D.) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

CSX TRANSPORTATION, INC.
(NAME OF CORPORATION)

Patricia A. Hussey Corporate Secretary
(SIGNATURE AND TITLE)
(MUST BE OFFICER, AGENT OF ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY
MARYLAND RECORDATION TAX PAID: _____
MARYLAND TRANSFER TAX PAID: _____
LOCAL TRANSFER TAX PAID: _____
( )
TOTAL: _____

APPROVED FOR RECORD 2/2/88

BY _____
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE

DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
1	CUMBERLAND	95927	1.00 AC LOWER RD. - TOWN HILL 182X234/251 (MICRO WAVE STA.)		OP	2,970
4	CUMBERLAND	03683	12.24 AC. R/W 1.53 MI		OP	3,990
		48318	LOT NS THOMAS, W OF OLD TOWN RD. (50X125)	MN 1	NONOP	1,860
		48334	LOTS 513-514 VIRGINIA AVE. - 8,160 SF	MN/LL	NONOP	2,430
		48369	LOT ON THOMAS ST. - 4,627 SF	MN/KK	NONOP	2,170
		48377	LOTS 31-32 LAING AVE. - 5,000 SF	DP 72	NONOP	1,480
		48385	1.87 AC BET B&O RR & CANAL (OLD GLASS HOUSE)	DP 82	NONOP	16,250
		48393	PT LOTS 16&31 BOTH SIDES MD. AVE. 5X100 & 5/130 (WATER PIPE)	MN 10A	NONOP	340
		48415	LOTS 29-30 LAING AVE. - 3,000 SF	DP 73	NONOP	880
		48423	.368 AC. SIDE TRACT RT OF AT QUEEN ST.		OP	110
		48431	79.654 AC. VIRGINIA AVE. & OFFUTT ST.		OP	333,250
		48458	11.5 AC. R/W PT OF YARD		OP	49,990
		48474	.111 AC. BET. R/W & QUEEN ST.		OP	1,440
		48482	RR LOTS 130-142 LAING AVE. RR LOTS 114-122		OP	5,040

LIBER 0133 FOLIO 548

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE

DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
4	CUMBERLAND	48490	PCL B CONTAINING RR LOTS 114-142 INC 1488 SQ.FT.		OP	60
		48695	1.18 AC IN YARD	VS40.1(4&5)	NONOP	10,260
			ICE PLANT BUILDINGS	VS40.1(4&5)	NONOP	10,600
		49616	0.038 AC FOR WM. CONN (NR KING ST.)	MN/LL	OP	490
5	CUMBERLAND	01870	6 AC. R/W .75 MILES		OP	1,950
		29198	R/W LAND - 0.13 AC .06 MI TRACT VIADUCT JUNCTION		OP	40
6	CUMBERLAND	02668	8 AC R/W 1.0 MILE		OP	2,600
		04423	AVIRETT AVE. TRIANGULAR 38X232		OP	1,610
		44107	PT LOT 114 N. LEE ST. (REAR) - 11,007 SF/.25 AC	MN/24	NONOP	6,520
		44115	PT 138-139 NWC FAYETTE ST. & RR (TRI LOT 180X90) - 8,100 SF	23	NONOP	2,960
		44123	PT LOT 16 GREEN ST. (50X170) - 8,500 SF	MN/25	NONOP	3,500
	OS CUMBERLAND	02676	24 AC. R/W 3 MILES		OP	7,820
7		34377	50 ACS. R/W 6.25 MILES		OP	16,300
	BRADY	25564	PT DARROWS FARM IS. FR. GUNNING 2.6 AC NR BRADY STATION	VS40.2(4), P5	NONOP	900

LIBER PAGE 0133 549

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE

DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
7	RAWLINGS	25572	0.25 AC WS OF RR R/W NR BRADY STA.	VS40.2(7), P9	NONOP	80
14	CUMBERLAND	6001	LOT SES CENTER & VIADUCT 30X95 TRI-800 SF	MN/19	NONOP	690
		6028	LOT SWS CENTER & VIADUCT 18X100-1,800 SF W/18' REAR ON BOW ALLEY	MN/20	NONOP	1,560
		6036	LOT SWS MECHANIC ST. & VIADUCT 33X193 - 4,950 SF	MN/22	NONOP	4,300
		6044	LOT SES MECHANIC ST. & VIADUCT 30X100 - 3,000 SF	MN/21	NONOP	2,600
16		01260	24.48 AC. R/W 3.06 MILES		OP	7,980
		02399	10.289 AC. OLDTOWN RD.		OP	44,490
		11878	.035 AC LOWER UHL HIGHWAY	22	NONOP	30
			.655 AC LOWER UHL HIGHWAY	22	OP	0
		11886	0.33 AC UHL HIGHWAY	23	NONOP	350
			0.89 AC UHL HIGHWAY	23	OP	0
		11894	0.48 AC UHL HIGHWAY & FISHER RD.	26	NONOP	520
			1.41 AC UHL HIGHWAY & FISHER RD.	26	OP	0
		11908	0.96 AC REAR UHL HIGHWAY	MN/B	NONOP	860

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
16		11908	1.90 AC REAR UHL HIGHWAY	MN/B	OP	0
		11916	0.13 AC MEXICO FARM RD.	MN/A	NONOP	110
			3.28 AC MEXICO FARM RD.	MN/A	OP	0
		11924	0.31 AC (.52) REAR OLDTOWN RD.	MN/C	NONOP	270
			0.12 AC (.52) REAR OLDTOWN RD.	MN/C	OP	0
		11932	0.29 AC UHL HIGHWAY	MN/D	NONOP	260
			0.19 AC UHL HIGHWAY	MN/D	OP	0
		11940	2.55 AC REAR UHL HIGHWAY	MN/E	NONOP	2,300
			0.91 AC REAR UHL HIGHWAY	MN/E	OP	0
		11959	0.10 AC UHL HIGHWAY	MN/F	NONOP	80
			0.20 AC UHL HIGHWAY	MN/F	OP	0
		11967	0.11 AC REAR UHL HIGHWAY	MN/G	NONOP	90
			0.25 AC REAR UHL HIGHWAY	MN/G	OP	0
		11983	12.31 AC TASCHENBERGER FARM	1	NONOP	11,130

[redacted] [redacted] [redacted]

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
16		11983	6.275 AC TASCHENBERGER FARM	1	OP	0
		11991	0.53 AC MEXICO FARM RD.	2	NONOP	470
			9.61 AC MEXICO FARM RD.	2	OP	0
		12009	0.16 AC REAR UHL HIGHWAY	3	NONOP	140
			0.46 AC REAR UHL HIGHWAY	3	OP	0
		12033	0.12 AC OLDTOWN RD.	8	NONOP	130
			0.58 AC OLDTOWN RD.	8	OP	0
		12041	0.04 AC UHL HIGHWAY	7	NONOP	40
			0.73 AC UHL HIGHWAY	7	OP	0
		12068	0.94 AC OLDTOWN RD	6	NONOP	1,020
			1.24 AC OLDTOWN RD	6	OP	0
		12076	2.26 AC OLDTOWN RD	5	NONOP	2,040
			1.81 AC OLDTOWN RD	5	OP	0
		12084	1.16 AC OLDTOWN RD.	38/11	NONOP	2,550

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE

DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
16		12084	1.44 AC OLDTOWN RD.	38/11	OP	0
			IMPROVEMENTS ON OLDTOWN RD.	38/11	NONOP	5,240
17		04328	3.05 AC ON DAN'S MT. NR DAN'S ROCK (MICROWAVE SITE) LIB 476,FOLIO 388	17	OP	5,195
			IMPROVEMENTS (MICROWAVE SITE)	17	OP	715
20	ELLER-CORRIGAN	11955	LOT 40X100 (STA. 183+) WILLIS CR & JENNINGS RUN	VS68.1	NONOP	130
		11963	39.207 AC R/W LAND		OP	12,780
		11971	2.67 AC ADJOINING R/W		OP	860
22	CUMBERLAND	15567	SEC UNION ST. R/W TO HARRISON ST. 234X40 - 12,402 SF	MN/13	NONOP	8,080
29		42985	6 AC. R/W .75 MILE		OP	1,950
31		00505	18 AC. R/W 2.25 MILES		OP	5,860
	BRADY	07755	OPP. KEYSER-LAND IN RIV.-MARTINS IS 22.34 AC	VS40.2(1), P80	NONOP	3,040
WMR 2		014289	8 LOTS, HELENE STREET (OLDTOWN)		NONOP	2,080
4	CUMBERLAND	048504	WALSH ADD. TO S.CUMBERLAND 0.53 AC		OP	6,910
		048512	REMAINDER OF LOT ALONG WM RWY AND		OP	1,590

(133 553

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE

DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			CANAL STREET 1,840 SF.			
		048539	R/W OLD G.C.& C. TRESTLE 4.61 AC.		OP	60,120
		048547	SIDING TO TAYLOR WORKS R/W 2.11 AC.		OP	27,510.
		048555	WEST OF SOUTH CUMBERLAND R/W 2.29 AC.		OP	22,390
		048563	S. CUMBERLAND REAR VIRGINIA AVE. 1.81 AC.		OP	23,600
		048571	R/W BET RIVER AND 100 FT. EAST OF BALTIMORE ST. 0.6325 AC.		OP	13,745
			R/W BET RIVER AND 100 FT. EAST OF BALTIMORE ST. 0.6325 AC.		NONOP	13,745
		048598	EAST OF SOUTH CUMBERLAND UNUSED R/W 3.71 AC.		NONOP	36,280
		048601	EAST OF SOUTH CUMBERLAND RIVER BED R/W 0.37 AC.		NONOP	3,610
		048636	LOT 144, WALSH ADD. OPPOSITE FOXALL		NONOP	860
		048644	2 AC. FOXALL TRACT-SOUTH CUMBERLAND		NONOP	26,080
		048660	REMAINDER OF LOT CANAL ST., LT 4, 15,743 SF		OP	13,680
		048679	BALTIMORE ST. FRONTAGE - 100 FT.		NONOP	69,560
		048687	WINEOW STREET (C&P) 3.773 AC.		NONOP	24,600
		049705	VA AVE. CONN TO B&O, OFF BOWER & QUEEN STS. 0.266 AC.		OP	3,460

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE

DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
WMR						
4	CUMBERLAND	049802	S. CUMBERLAND REAR VIRGINIA AVE. UNUSED R/W 3.39 AC.		NONOP	32,280
5	CUMBERLAND	029244	R/W 9.565 AC. (C&P)		OP	103,950
		029252	LOT KNOX STREET 59X50		NONOP	2,310
		029260	NORTH B&O CONNECTION & SIDING 4,200 SF.		OP	1,040
		029279	LOT BROOKLYN PLACE 39X121		NONOP	1,530
		029287	LOT BROOKLYN PLACE 18X155		NONOP	900
		029295	LOT NORTH MECHANIC ST. 68.5 X 64.5 4,420 SF		OP	1,090
	OS CUMBERLAND	029236	R/W 7.502 AC. (C&P)		OP	32,610
6	CUMBERLAND	044131	4.767 AC. ALONG CUMBERLAND ST.		NONOP	51,800
		044158	0.07 AC. ALONG CUMBERLAND ST.		OP	760
		044166	100' W BALTIMORE ST TO MARKET ST. 1.11 AC.		NONOP	12,060
		044174	MARKET ST. TO LEE ST. UNUSED R/W 1.72 AC.		NONOP	18,690
		044182	LEE ST. TO CITY LIMITS UNUSED R/W 8 ACS.		NONOP	86,950
		044204	R/W 4.251 AC. (C&P)		OP	18,480

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RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
WMR 6	OS CUMBERLAND	044190	POTOMAC RIVER CUMBERLAND WEST SIDE R/W 4.10 AC.		NONOP	17,820
7		025599	POTOMAC 5.40 AC.		OP	1,870
		025602	R/W 2.528 AC. (PT OF 8.048)		OP	870
		025610	R/W 6.473 AC. (PT OF 65.953)		OP	2,240
		031653	UNUSED R/W 5.52 AC. (PT. OF 8.048)		NONOP	2,390
		031661	UNUSED R/W 52.68 AC. (PT. OF 65.953)		NONOP	22,900
	RAWLINGS	025580	STATION SITE		NONOP	1,080
8		021678	16.978 AC. R/W (C&P)		OP	5,900
		021708	19.280 AC. R/W		OP	6,700
		021988	BLOCK BLDG. & TRAILER		NONOP	3,060
	LUKE	021651	3.67 AC. R/W		OP	1,270
	WESTERNPORT	021686	11.604 AC. R/W (C&P)		OP	4,030
		021694	4.976 AC. R/W		OP	1,730
		021724	LOTS 81-85 MARYLAND AVE.		OP	2,040

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
WMR 8	WESTERNPORT	021732	LOTS 81-85 MARYLAND AVE.		NONOP	230
		021740	REEVES LOT		OP	1,080
9		008306	12.332 AC. R/W (C&P)		OP	4,280
	BARTON	008314	2.794 AC. R/W (C&P)		OP	960
10		007011	24.68 AC. R/W		OP	8,580
		013143	7.003 AC. R/W (C&P)		OP	2,430
		013178	28.408 AC. R/W		OP	9,870
		016274	0.464 AC. R/W		OP	160
		016290	9.379 AC. R/W (C&P)		OP	3,260
	LONACONING	007038	5.152 AC. R/W		OP	1,790
		007046	3.095 AC. R/W (C&P)		OP	1,070
		013151	1.837 R/W (C&P)		OP	630
		013186	8.272 R/W		OP	2,870
11		007422	UNUSED R/W 2.769 AC.		NONOP	960

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BALTIMORE
WESTERN
RECORD
FILMED

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
WMR 12		012977	UNUSED R/W 17.965 ACS.		NONOP	6,240
	FROSTBURG	012950	1.65 ACS. R/W		OP	570
	OS FROSTBURG	012969	UNUSED R/W 16.19 R/W		NONOP	5,630
13		013586	UNUSED R/W 66.431 AC. (C&P)		NONOP	21,650
		013594	UNUSED R/W 108.897 AC.		NONOP	35,500
16		012106	48.11 AC. NORTH BRANCH		NONOP	26,140
		012114	11 AC. NORTH BRANCH		OP	3,580
		012122	18.051 AC. R/W		OP	5,710
		015431	UNUSED R/W 27.55 AC.		NONOP	8,680
17		003763	4.226 AC. R/W (C&P)		OP	1,460
18		007266	40.531 AC. R/W (C&P)		OP	14,090
		009595	9.547 AC.R/W (C&P)		OP	3,310
		009609	12.183 AC. R/W		OP	4,230
	GILMORE	009633	0.55 AC.		OP	190

RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
WMR 18	GILMORE	009641	LOT		OP	1,080
		009668	LOT		OP	1,080
	HARPERSVILLE	009617	LOT 292X150		OP	340
		009625	LOT 300 X 400		OP	950
	MIDLAND	007231	LOT		NONOP	1,080
		007258	1.629 AC. R/W (C&P)		OP	560
19		005593	17.864 AC. R/W (C&P)		OP	6,210
20		011998	41.898 AC.R/W (C&P)		OP	14,440
		012013	UNUSED R/W 63.662 AC.		NONOP	20,750
24		009122	36.813 AC. R/W (C&P)		OP	12,800
29		036233	UNUSED R/W 13.695 AC.		NONOP	7,790
			GARAGE		NONOP	890
		036241	UNUSED R/W 16.363 AC.		NONOP	5,330
		036284	UNUSED R/W 3.30 AC.		NONOP	1,070

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RAILROAD
PROPERTY LISTINGS

ALLEGANY

BRANCH/LINE DST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
WMR 29		036292	0.263 AC. R/W - OLD GC&C ABANDONED		OP	320
		036306	UNUSED R/W 63.662 AC.		NONOP	20,750
	NARROWS PARK	036268	4.008 AC. R/W		OP	1,300
	NR LAVALE	001510	27.9316 AC. R/W		OP	9,100
30		004302	23.106 AC. UNUSED R/W (C&P)		NONOP	8,030
		004329	UNUSED R/W 2.77 AC.		NONOP	740
		004337	UNUSED R/W 17.936 AC.	15-1/89	NONOP	6,230
		004345	UNUSED R/W 4.873 AC.	15-1/89	NONOP	1,690
	E OF FROSTBURG	004299	20 AC.	15-1/89	NONOP	4,490
31		007763	21ST BRIDGE 2.4 AC.		OP	830
		007771	53.357 AC. R/W - MCCOOLE		OP	18,550
	DAWSON	007798	LAND	7-3/9, P8	NONOP	1,080
	KEYSER JCT	007801	LAND	7-3/11	OP	3,000
--TOTAL ALLEGANY						1,729,550

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Compared and ~~Mail~~ Delivered
TO Bud Rudd P.O. Box 5 Cum
Nov. 1 1988

LIBER 033 .561 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

AMERICAN TRUCK PARTS, INC.

APPROVED FOR RECORD

ARTICLES OF SALE AND TRANSFER 7-11-88 at 10:25a .m.,

ARTICLES OF SALE AND TRANSFER entered into this 1st day of July, 1988, by and between **AMERICAN TRUCK PARTS, INC.**, a Maryland corporation, (hereinafter sometimes referred to as the "Transferor"), and **WAREHEIM AIR BRAKES, INC.**, a Virginia corporation, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Wareheim Air Brakes, Inc., 1145 Wicomico Street, Baltimore, Maryland, 21230.

THIRD: The name and state of incorporation of each corporation to these Articles of Sale and Transfer are as follows:

Transferor is **AMERICAN TRUCK PARTS, INC.**, a corporation organized under the laws of the State of Maryland.

Transferee is **WAREHEIM AIR BRAKES, INC.**, a corporation organized under the general laws of the State of Virginia.

Transferee was incorporated on the 25th day of June , 1986 under the general laws of the State of Virginia and qualified to do business as a foreign corporation in this State on the 22nd day of August , 1986.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article **NINTH** herein is **FOUR HUNDRED THOUSAND DOLLARS ($400,000.00)**, to be paid to

ANDERSON, RUDD & DONAHUE
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
[redacted] GREENE ST.

81938756

Transferor in accordance with the terms and conditions set forth in the purchase agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as of July 1, 1988, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in the City of Cumberland, State of Maryland. The only county in which Transferor owns property, the title to which would be affected by the recording of an instrument among the land records, is Allegany County.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 1145 Wicomico Street, Baltimore, Maryland, 21230.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

ANDERSON, RUDD
& DONAHUE
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 033 563

ATTEST:

WAREHEIM AIR BRAKES, INC.

By _____

THE UNDERSIGNED, President of **AMERICAN TRUCK PARTS, INC.,** who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By _____
RALPH L. WILSON, JR., President

THE UNDERSIGNED, of **WAREHEIM AIR BRAKES, INC.,** who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

By _____

ANDERSON, RUDD
& DONAHUE
ATTORNEYS AT LAW
[redacted]AND, MARYLAND
[redacted]REENE ST.

LIBER 033 564

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Virginia under which Transferee was organized.

NINTH: In consideration of the payment to Transferor of **FOUR HUNDRED THOUSAND DOLLARS** ($400,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:
All those assets listed in the Purchase Agreement dated July 1, 1988 and the assignment and bill of sale dated July 1, 1988 by and between Transferor and Transferee, which is attached hereto and made a part hereof.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Virginia corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, AMERICAN TRUCK PARTS, INC. and **WAREHEIM AIR BRAKES, INC.**, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 1st day of July, 1988.

ATTEST:

Barbara A. Wilson
BARBARA A. WILSON, Secretary

AMERICAN TRUCK PARTS, INC.

By Ralph L. Wilson
RALPH L. WILSON, JR., President

ANDERSON, RUDD & DONAHUE
ATTORNEYS AT LAW
CUMBERLAND, MARYLAND
39 GREENE ST.

LIBER 0333 PAGE 565

PURCHASE AGREEMENT

THIS AGREEMENT, made this 1st day of July, 1988, by and among AMERICAN TRUCK PARTS, INC., a Maryland corporation ("Seller"), Ralph L. Wilson, Jr. ("Wilson"), and WAREHEIM AIR BRAKES, INC., a Virginia corporation ("Buyer");

WHEREAS, Seller is the owner and operator of a truck parts distribution business (the "Business") in or around the City of Cumberland, Maryland and surrounding areas;

WHEREAS, Seller now desires to sell certain of the assets related to the Business; and

WHEREAS, Buyer desires to acquire those assets for its use;

NOW, THEREFORE, for and in consideration of the mutual covenants, agreements, representations, and warranties herein contained, the parties agree as follows:

1. Property and Other Consideration

Subject to the terms and conditions of this Agreement, Seller shall sell and grant to Buyer, and Buyer, relying upon the representations, warranties and covenants of Seller, shall purchase and receive from Seller, the following property (the "Assets");

A. Seller's inventory on the date of Closing.

B. Seller's accounts receivable and all its rights to payments for the sale of property or the performance of services;

C. All vehicles owned or used in connection the Business, as hereinafter described: Copies of Certificate of Title are attached hereto as Exhibit "C".

D. All business fixtures and leasehold improvements now located at the Business' Shades Lane business location, which such property is being leased under a separate lease executed today.

E. All supplier discounts and credits attributable to the Business.

F. All other assets now and at Closing owned or used by Seller in the Business, including but not limited to Seller's business records (including its customer lists), its phone number(s), and its tradenames, trademarks and servicemarks (including the exclusive right to trade under the name "American Truck Parts").

The Assets to be sold hereunder include but are not limited to those listed or described in Schedule A attached hereto.

2. Payment

The purchase price of $400,000 shall be paid by Buyer at Closing in cash (by certified check). At Closing, Buyer shall assume up to, but no more than, $60,000 of trade payables incurred in the ordinary course of the Business. To the extent the book value of the Business' salable inventory and trade receivables, less the Business' trade payables, is less than $430,000, the $400,000 cash purchase price shall be reduced by this amount. For Wilson's future services to be rendered under the attached Consulting Agreement, Buyer shall pay Wilson $60,000 at Closing. In accordance with the terms of and schedule in paragraph 18 of this Agreement, Buyer shall pay Wilson $200,000 for his noncompetition agreement within four years of the date of Closing.

3. Conditions of Buyer's Obligation to Buy

All obligations of Buyer under this Agreement are subject, at the option of Buyer, to the fulfilment prior to or contemporaneously with Closing of each of the following conditions:

A. Seller shall have performed and complied with all covenants, agreements, and conditions required by this Agreement to be performed or complied with by it at or prior to Closing.

B. All representations and warranties of Seller contained in this Agreement or in any certificate or document delivered pursuant hereto shall be true in all material respects at and as of Closing as though made at and as of such time.

C. The counsel for Seller and Wilson, Anderson, Rudd & Donahue, shall have issued its opinion in the form attached hereto to Buyer and Heller Financial, Inc.

4. Seller's Creditors

Not later than the Closing Date, Seller shall furnish to Buyer a list of Seller's existing creditors, signed and sworn to on its behalf, and containing the names and business addresses of existing creditors, with the amounts due to each creditor, and the names of all persons known to Seller to assert claims against Seller.

5. Closing

A. If all the conditions set forth in paragraphs 3 and 4 shall have been complied with as herein provided, Closing shall be at the offices of American Truck Parts, Inc. at 2:00 P.M., on July 1, 1988, or at such other date as is mutually agreed upon, in writing, by the parties.

B. At Closing, Seller, in addition to all other documents required to be delivered under this Agreement, shall deliver:

(1) Bill of Sale satisfactory to Buyer's counsel for the property transferred pursuant to this Agreement, and an assignment of the Customer List.

(2) A duly executed Certificate of Title transferring to Buyer those vehicles as to which delivery of an executed Certificate of Title is required to effect transfer of title. If at Closing such vehicles will have been owned subject to a security interest or other lien reflected on the vehicles' Certificates of Title to Buyer that have been either (i) newly issued without notation of a security interest thereon or (ii) endorsed by the Maryland Department of Motor Vehicles as free of security interests.

(3) Certified copies of corporate and shareholder resolutions of Seller to the effect that Seller is authorized to sell the property to be sold under this Agreement and that its officers are authorized to execute such documents and take such actions as may be necessary to consummate this Agreement.

(4) All written approvals, consents, and other documents required under this Agreement.

(5) All books, records, correspondence, invoices, files, and customer lists as are related to proper accounting and billing of the Customer List.

C. At Closing, Buyer, in addition to all other documents required to be delivered under this Agreement, shall deliver cash (by certified check) in the amounts required to be paid at Closing by Buyer.

6. Representations and Warranties of Seller and Wilson

Seller and Wilson represent and warrant that:

A. Neither is not a party to any contract to sell or create a security interest in any of the assets to be conveyed under this Agreement.

B. Seller has good and marketable title to the property to be conveyed hereunder and has the right to sell the property; the Assets are, and will be at Closing, free and clear

of all liens and encumbrances (of whatever nature); and all such property is located at Seller's place of business at Shades Lane, Cumberland, Maryland.

C. Seller is validly existing and in good standing in the jurisdiction of its incorporation, is authorized to transact business in the State of Maryland, and is authorized to enter into this Agreement and to convey the property to be sold under this Agreement.

D. Seller's Customer List, to be furnished at Closing, is accurate, and has not been assigned or disclosed to any person or entity other than Buyer.

E. Seller's present business name and address are the only ones used by it during the five (5) preceding years.

F. No representation or warranty by Seller in connection with this Agreement, nor in any certificate or statement furnished or to be furnished to Buyer pursuant hereto or in connection with the transaction contemplated hereby, contains or will contain any untrue statement of a material fact or omits or will omit to state any material fact necessary to make the statements contained therein not misleading.

G. All assets necessary to operate the Business as it has been operated through today's date will be sold to Buyer at Closing hereunder.

7. Covenants of Seller and Wilson.

Seller and Wilson covenant that:

A. From and after the execution of this Agreement through Closing, the Business of Seller shall be conducted in the same manner in which it has heretofore been conducted and no action out of the ordinary course of business shall be taken without the prior written consent of Buyer.

B. From and after the execution of this Agreement through Closing, no contract or commitment for the sale or delivery of truck parts shall be entered into by or on behalf of Seller extending beyond the Closing, except contracts for the sale of inventory to customers and service contracts with customers in the ordinary course of Seller's business.

C. Each will use its best efforts to preserve for Buyer the goodwill of Seller's suppliers, customers, and all those having business relations with Seller, and continue any advertising programs and promotional programs in accordance with prior practice.

D. From the execution of this Agreement through Closing, Seller will give Buyer and his representatives, full access during normal business hours to all of Seller's properties, books, contracts, commitments, and records and will furnish to Buyer all such information concerning Seller's affairs as Buyer reasonably may request, all of which information is to be held in strict confidence, and provided the same is relevant to the subject matter of the sale.

E. From execution of this Agreement through Closing, all public liability, workmen's compensation, and other insurance now carried by Seller shall be continued and maintained in full force and effect.

F. From execution of this Agreement through Closing, the property to be transferred under this Agreement will be maintained in substantially the same condition as it now exists, and in the ordinary course of business Seller will replace to normal operating level such items which may be destroyed, consumed, or otherwise used in its Business.

G. Seller and Wilson shall not take any position on their income tax returns inconsistent with the allocation of the purchase price and other payments set forth in this Agreement.

H. Seller's Customer List will not be assigned or disclosed to any person or entity other than Buyer.

I. Seller shall change its corporate name immediately after Closing to another name totally different from its present name.

J. Each will continue to recommend Buyer and promote the Business.

K. The Lease Agreement attached hereto (the "Lease Agreement") will be validly executed at Closing and delivered to Buyer and will be effective in accordance with its terms to lease the property described therein. The property leased by the Lease Agreement constitutes all the real property used in the Business.

8. Covenant Not to Compete

Ralph L. Wilson covenants that, for a period of five (5) years from Closing, he will not compete with Buyer by engaging or investing, directly or indirectly (e.g., on his own behalf, as an employee or partner of another, or in any other capacity, whether as a shareholder or otherwise), in the truck parts distribution business or truck parts repair business and he will not have any interest in connection with any firm, corporation or entity that does so compete with Buyer within the geographic area of (i) the State of Maryland or (ii) the area composed of Cumberland, Maryland and a 75 mile radius from the boundaries of Cumberland; that Wilson either alone or with any

other person or persons shall not do or cause to be done any willful act or thing to the prejudice of the Business hereby sold; that neither Seller nor Wilson, directly or indirectly, shall use or benefit from the name "American Truck Parts" in connection with any business engaged in by Seller as of the date hereof; and Wilson shall use his best efforts to enable Buyer to retain Seller's customers and to carry on the business of the Seller.

9. Risk of Loss

Risk of loss shall remain with Seller until Closing and it shall maintain all insurance policies in effect.

10. Expenses and Liabilities

Other than those items of accounts payable expressly set forth herein and assumed at Closing, Buyer is assuming no liability of Seller, whether such arises before or after Closing, whether known or unknown to Buyer. All charges, liens, taxes and other obligations with respect to the property transferred hereunder shall be paid by Seller before Closing. If any such items that remain the responsibility of Seller hereunder are not paid by Seller before Closing, the amount due may be offset by Buyer against its obligations to make payments under paragraph 18 hereof.

11. Indemnity

Seller and Wilson shall indemnify and save Buyer harmless from any claims, including costs, expenses and legal fees, against Buyer by any of Seller's creditors, or any other claims, losses and expenses (including legal fees) incurred by Buyer arising out of the operation of the Business prior to Closing, or out of any lien or encumbrance against the Business or assets to be conveyed or conveyed hereunder, or resulting from the breach of any representation, warranty, or covenant in this Agreement, or out of either Seller or Wilson's failure to comply with any applicable laws in connection with the transactions contemplated hereunder (any and all of the foregoing constituting "Losses"). All Losses shall be paid to Buyer in cash within thirty days after notice thereof is given to Seller or Wilson, otherwise (in addition to paying such Losses) interest on all such unpaid Losses shall accrue and be paid on Buyer's request by Seller and Wilson at the rate of the Interest Rate as defined in Paragraph 18. All such Losses and the interest accrued thereon shall, at the election of Buyer from time to time, be applied to offset any of Buyer's obligations under this Agreement or the Lease Agreement.

12. Accounts Receivable Guaranty

At Buyer's option, Seller and Wilson shall purchase any accounts receivable Seller sells Buyer hereunder that Buyer has not collected after 90 days following the Closing, except that in the case of those amounts and debtors set forth on Schedule B hereto the 90 days shall be 120 days. Seller and Wilson shall purchase any of these accounts receivable that Buyer so designates to Seller from time to time within 5 days after Wilson is so notified. Buyer's option to cause Seller and Wilson to purchase these accounts receivable shall terminate as to any accounts receivable as to which Buyer has not requested a purchase before 210 days after Closing. In the event Seller or Wilson do not purchase any accounts receivable designated by Buyer to be purchased under this Paragraph 12 within 5 days after Wilson is so notified, Buyer at its option may charge Seller and Wilson interest on the outstanding balance thereof at the Interest Rate set forth in Paragraph 18 until paid or otherwise used as a setoff against Buyer's obligations under this Agreement.

Notwithstanding the foregoing provisions of this Paragraph 12, if the aggregate amount of accounts receivable subject to Buyer's repurchase option does not exceed 15% of the face value of the accounts receivable sold at Closing, Seller and Wilson shall have no responsibility under this Paragraph 12 to repurchase any accounts receivable hereunder.

Buyer agrees to use its best efforts to collect the accounts receivable sold hereunder, provided however that Buyer shall not be required to institute legal proceedings against any such debtor as to these accounts. The payments by any debtor under the accounts receivable sold hereunder shall be applied on a "first in, first out" basis against these accounts receivable before any such payments are applied to the accounts receivable as to such debtor generated by Buyer's operation of the Business after Closing.

13. Fees

Each party hereto shall each pay their own legal and accounting expenses incurred in connection with this transaction.

14. Brokers

The parties hereto each represent to the other than neither has employed a broker in bringing about this transaction and each shall save and hold harmless the other against any claims, damages, or loss which either may sustain by reason of any claim to dealings or negotiations, if any, with any broker claiming to have brought about this transaction.

15. Termination

If before Closing the building in which Seller's business is being operated or the personal property used in connection therewith shall be damaged by fire or other casualty so that Seller's business is interrupted or curtailed, Buyer may terminate its obligations under this Agreement. If Buyer determines at Closing any default of the other party hereto in the performance of any representation, covenant, or warranties contained in this Agreement, Buyer shall have the right to terminate its obligations under this Agreement. If any property to be sold under this Agreement has been destroyed, damaged beyond repair, or lost before Closing, the purchase price shall be reduced by the sales price established for such item.

16. Survival and Further Assurances

All agreements, warranties, representations, and covenants set forth in this Agreement shall survive the Closing and delivery of any documents of title.

17. Assignment

Buyer's rights under this Agreement shall be assignable by Buyer without further consent of Seller to any corporation, partnership, or entity or person of Buyer's selection on the condition that Buyer's assignee expressly assumes all of Buyer's obligations under this Agreement, and Buyer continues to be liable for the payment of the purchase price and noncompetition payments provided for hereunder.

18. Payment for Covenant Not to Compete.

In exchange for the covenant not to compete of Ralph Wilson as set forth in paragraph 8, and for as long as Wilson fully complies with the terms of such paragraph 8, Buyer shall pay Wilson eight (8) payments of $25,000, without interest, beginning six (6) months after Closing and continuing at six month intervals thereafter until satisfied. Payments shall be made on the first of the month in which they become due. If payment is not made within thirty (30) days from the date it becomes due (and is not offset as herein provided for), then the payment together with interest at a rate to be calculated at the prime rate of Citibank, as adjusted from time to time, plus two percent (2%)(the "Interest Rate"), shall be due and owing to Wilson. If a payment remains unpaid (after considering any offsets) for thirty days after Buyer receives written notice that such payment is already overdue for 30 days, the full amount of the remaining payments due under this Agreement shall then become immediately due and payable and interest at the Interest Rate shall then begin to accrue on such amount due until paid.

Buyer agrees to pay, when due, any amounts for the noncompetition covenant provided for hereunder to the wife of Wilson after his death.

19. Miscellaneous

This Agreement shall be governed by, construed and enforced under the laws of the State of Maryland. This Agreement sets forth the entire Agreement and understanding between the parties with respect to the transaction contemplated hereby and supercedes all prior agreements, arrangements, and understandings which led to execution of this Agreement. This Agreement shall inure to the benefit of and be binding upon the successors and assigns of the parties. Any reference to Seller and Wilson herein shall mean both, jointly and severally. From and after the Closing, Seller and Wilson shall, from time to time, at the request of Buyer and without further consideration do, execute, acknowledge and deliver, all such further acts, deeds, assignments, transfers, conveyances, and assurances as may be required to more effectively perform this Agreement or confirm its consummation.

20. Remedies

Seller and Wilson recognize that money damages may be inadequate to compensate Buyer for a breach by Seller or Wilson of its obligations under this Agreement or any other agreement or document executed in connection herewith, and Seller and Wilson agree that in the event of such a breach Buyer may apply for an injunction of specific performance or the granting of such other equitable remedies as may be awarded by a court of competent jurisdiction in order to afford Buyer the benefits of this Agreement and any other agreement or document executed in connection herewith, and that Seller and Wilson shall not object to such application, entry of such injunction or granting of such other equitable remedies on the ground that money damages will be sufficient to compensate Buyer. All rights, powers and remedies herein given to Buyer are cumulative and not alternative, and are in addition to all statutes or rules of law; any forbearance or delay by Buyer in exercising the same shall not be deemed to be a waiver thereof. Any damages, losses and expenses (including attorney fees) incurred by Buyer as to which Buyer is indemnified hereunder may be offset, from time to time at the option of Buyer, from the payments otherwise payable under this Agreement and the Lease Agreement.

WITNESS THE FOLLOWING SIGNATURES:

AMERICAN TRUCK PARTS, INC.

BY: _____

Its _____

WAREHEIM AIR BRAKES, INC.

LIBER 0333 PAGE 574

BY: RALPH L. WILSON, JR.
Its PRESIDENT

Ralph L Wilson Jr.
RALPH L. WILSON, Jr.

RETURN TO:
WESTON CO
1 INDEPENDENT
LINDEN, NEW JERSEY 1987

AMERICAN TRUCK PARTS, INC.

P.O. BOX 1707 SHADES LANE PHONE 301-724-1116

CUMBERLAND, MARYLAND 21502

A.T.P OWNS ITS OWN PHONE SYSTEM WHICH IS A COMKEY 416. IT WAS PURCHASED FROM A T & T APPROX. FIVE YEARS AGO. WE CARRY A MAINTENANCE POLICY ON IT.

THE SYSTEM CONSISTS OF 5 PHONES WITH 6 OUTGOING LINES, 2 INTERCOMS, AND A SPEAKER SYSTEM. ALL WIRING TO THE BUILDING IS UNDERGROUND AND EXTRA LINES WERE RUN FOR FUTURE EXPANSION.

CURRENT USE OF THE LINES ARE DEDICATED TO THE FOLLOWING,

301-724-1116
724-1117
724-1119
1-800-558-TRUK (8785) INCOMING WATTS OUT OF STATE ONLY
~~TIE LINE TO A.B.C.~~
COMPUTER TIE LINE- DEDICATED

THE FOLLOWING IS A LIST OF SHOP EQUIPMENT INCLUDED IN THE PROPOSED PURCHASE.

FIREEXTINQUISHERS(3)
HEAD LIGHT ALIGN.
SCUFF GAUGE
MIRRORS (2)
BATTERY CHARGER
TRANSMISSION JACK
VACUUM CLEANER
FORK LIFT 2500 lb.
JACK STANDS (3 SETS)
20 TON AIR JACK
AIR GREASE GUN
HYD. HOSE CUTTER
ENGINE DOLLY
AIR COMP.
PARTS WASHER
COLL O CRIMPER
BATTERY TESTER
WORK BENCH
WHEEL DOLLY
WELDER
TIME CLOCK
TORCH AND ACC.
VISES
OIL DRUM PUMP
PRESSURE WASHER
GAS CAN
2 TON JACK
2 OIL PUMPS
GRINDER
1 INCH IMPACT
3 BOTTLE JACKS
BRAKE DRUM MICROMETER
AIR HOSES
NATIONAL TOOL SET

(3) Trucks

(1) Leiss Shop FAN

(1) Copier, office

(1) 50 TON Press

THE MAJORITY OF THE EQUIPMENT LISTED ABOVE IS NEW AND IN EXCELLENT CONDITION.

AMERICAN TRUCK PARTS, INC.

P.O. BOX 1707 SHADES LANE PHONE 301-724-1116
CUMBERLAND, MARYLAND 21502

THE FOLLOWING IS A LIST OF OFFICE AND WAREHOUSE EQUIPMENT INCLUDED IN THE PROPOSED PURCHASE .

CASH REGISTER
NCR VIEWER
PHONE SYSTEM
* ALARM SYSTEM
BLACK AND DECKER SAW
STORECART
ALL STEEL BINS
ALL WOODEN FILTER RACKS
ALL STEEL DRUM RACKS
OFFICE DESKS (2)
CHAIRS (3)
FILE CABINETS (3)
SAFE
TYPEWRITER
CALCULATORS
INVOICES

* THE ALARM SYSTEM NEEDS TO BE REWORKED TO INCLUDE THE LARGE GARAGE DOORS . AT THE PRESENT THE SYSTEM IS NOT ARMED. IT WILL ,WHEN WORKING PROPERLY, ALERT THE STATE POLICE OF ANY ATTEMPT TO ENTER THE BUILDING.

ITEMS NOT ON THE COMPUTER SYSTEM

~~KAR PRODUCTS - BOLTS AND NUTS ESTIMATED VALUE 2500.00~~
~~MISC. TOOLS AT THE COUNTER AREA - 2500.00~~

Note - The Air conditioner installed in the office And the TABLE SAW Located in the shop ARE the personal property of S. Robert Powell.

Note - Each mechanic has his own tool Box and contents do not belong to A.T.P

EXHIBIT B

"180 DAY " Accounts

ACCOUNT NOS.	NAME	TOTAL OUTSTANDING
450	Allegany Co. Commissioners	$ 2,838.68
5050	S. E. Clark	667.27
6280	CSX Transportation	1,109.28
7170	Grant Davis	620.38
10150	Furlows Garage	5,558.84
13850	Kennys Welding	1,431.02
15100	Jerry Lepley	493.39
17080	Walter E. Merrill Builders	255.09
19100	P.M. Company	300.00
28200	WOCAP Energy Resources	10,722.06
TOTAL		$23,996.01

Exhibit C

LIBER 0333 FOLIO 578

Maryland Department of Transportation
MOTOR VEHICLE ADMINISTRATION

VEHICLE IDENTIFICATION NO.	YEAR	MAKE	BODY STYLE	CLASS	ODOMETER	TITLE NUMBER
CLN14A8275405	80	CHEV	TK	EPO	84671	15613291

EXCEPT.	GR. VEH. WT.	GR. COMB. WT.	FEE (TAGS)	INSPECTION DATE	DATE ISSUED
N/A	7000	N/A	$33.75	05/03/88	05/05/88

OWNER'S SOUNDEX/DRIVER LICENSE NO.: Z-975-000-822-287

CO-OWNER'S SOUNDEX/DRIVER LICENSE NO.:

NAME(S) AND ADDRESS OF REGISTERED OWNER(S)

AMERICAN TRUCK PARTS INC
SHADES LANE
CUMBERLAND A MD 21502

CONTROL NO.
(THIS IS NOT A TITLE NO.)

F4380492 F4380492

CERTIFICATE OF TITLE FOR A VEHICLE

I, THE UNDERSIGNED, HEREBY CERTIFY THAT AN APPLICATION FOR CERTIFICATE OF TITLE HAS BEEN MADE FOR THE VEHICLE DESCRIBED HEREON, PURSUANT TO THE PROVISIONS OF THE MOTOR VEHICLE LAWS OF THIS STATE, AND THE APPLICANT NAMED ON THE FACE HEREOF HAS BEEN DULY RECORDED AS THE LAWFUL OWNER OF SAID VEHICLE. I FURTHER CERTIFY THAT THE VEHICLE IS ONLY SUBJECT TO THE SECURITY INTERESTS SHOWN HEREON.

THE ADMINISTRATION WILL NOT BE RESPONSIBLE FOR FALSE OR FRAUDULENT ODOMETER STATEMENTS MADE IN THE ASSIGNMENT OF THE CERTIFICATE OF TITLE OR FOR ERRORS MADE IN RECORDING BY THE ADMINISTRATION.

NAMES AND ADDRESSES OF ADDITIONAL SECURED PARTIES

NAME AND ADDRESS OF FIRST SECURED PARTY

LIEN RELEASE

MVA USE ONLY

OFFICIALLY ISSUED ON THE DATE SET FORTH ABOVE.

ADMINISTRATOR OF MOTOR VEHICLES

VR-2 (8-85)

KEEP IN A SAFE PLACE – ANY ALTERATION OR ERASURE VOIDS THIS TITLE

[illegible] 579

Maryland Department of Transportation
MOTOR VEHICLE ADMINISTRATION

VEHICLE IDENTIFICATION NO.	YEAR	MAKE	BODY STYLE	CLASS	ODOMETER	TITLE NUMBER
1GCCG15H0B7128455	81	CHEV	TK	EPO	20	09430657

EXCEPT.	GR. VEH. WT.	GR. COMB. WT.	FEE (TAGS)	INSPECTION DATE	DATE ISSUED
N/A	6000	N/A	$25.00	N/A	04/22/81

OWNER'S SOUNDEX/DRIVER LICENSE NO.: Z-975-000-437-064

CO-OWNER'S SOUNDEX/DRIVER LICENSE NO.:

NAME(S) AND ADDRESS OF REGISTERED OWNER(S)

AMERICAN TRUCK PARTS INC
SCHADES LA
CUMBERLAND A MD 21502

CONTROL NO.
(THIS IS NOT A TITLE NO.)

E8332709

E8332709

CERTIFICATE OF TITLE FOR A VEHICLE

I, THE UNDERSIGNED, HEREBY CERTIFY THAT AN APPLICATION FOR CERTIFICATE OF TITLE HAS BEEN MADE FOR THE VEHICLE DESCRIBED HEREON. PURSUANT TO THE PROVISIONS OF THE MOTOR VEHICLE LAWS OF THIS STATE, AND THE APPLICANT NAMED ON THE FACE HEREOF HAS BEEN DULY RECORDED AS THE LAWFUL OWNER OF SAID VEHICLE. I, FURTHER CERTIFY THAT THE VEHICLE IS ONLY SUBJECT TO THE SECURITY INTERESTS SHOWN HEREON.

THE ADMINISTRATION WILL NOT BE RESPONSIBLE FOR FALSE OR FRAUDULENT ODOMETER STATEMENTS MADE IN THE ASSIGNMENT OF THE CERTIFICATE OF TITLE OR FOR ERRORS MADE IN RECORDING BY THE ADMINISTRATION.

NAMES AND ADDRESSES OF ADDITIONAL SECURED PARTIES

LIEN RELEASE

NAME AND ADDRESS OF FIRST SECURED PARTY
FIRST PEOPLES COMMUNITY FCU
P O BOX 1377
CUMBERLAND MD 21502

MVA USE ONLY

OFFICIALLY ISSUED ON THE DATE SET FORTH ABOVE.

William T. Bowen
ADMINISTRATOR OF MOTOR VEHICLES

VR-2 (5-79)

KEEP IN A SAFE PLACE – ANY ALTERATION OR ERASURE VOIDS THIS TITLE

1993 580

Maryland Department of Transportation
MOTOR VEHICLE ADMINISTRATION

VEHICLE IDENTIFICATION NO.	YEAR	MAKE	BODY STYLE	CLASS	ODOMETER	TITLE NUMBER
1GCEG25H3J7104633	88	CHEV	TK	EPO	12	15627348

EXCEPT.	GR. VEH. WT.	GR. COMB. WT.	FEE (TAGS)	INSPECTION DATE	DATE ISSUED
N/A	7000	N/A	$33.75	N/A	01/04/88

OWNER'S SOUNDEX/DRIVER LICENSE NO. — CO-OWNER'S SOUNDEX/DRIVER LICENSE NO.

Z-975-000-809-917

NAME(S) AND ADDRESS OF REGISTERED OWNER(S)

AMERICAN TRUCK PARTS INC
SCHADES LANE P O BOX 1707
CUMBERLAND A MD 21502

CONTROL NO.
(THIS IS NOT A TITLE NO.)

F4013530
F4013530

CERTIFICATE OF TITLE FOR A VEHICLE

I, THE UNDERSIGNED, HEREBY CERTIFY THAT AN APPLICATION FOR CERTIFICATE OF TITLE HAS BEEN MADE FOR THE VEHICLE DESCRIBED HEREON, PURSUANT TO THE PROVISIONS OF THE MOTOR VEHICLE LAWS OF THIS STATE, AND THE APPLICANT NAMED ON THE FACE HEREOF HAS BEEN DULY RECORDED AS THE LAWFUL OWNER OF SAID VEHICLE. I, FURTHER CERTIFY THAT THE VEHICLE IS ONLY SUBJECT TO THE SECURITY INTERESTS SHOWN HEREON.

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NAMES AND ADDRESSES OF ADDITIONAL SECURED PARTIES

LIEN RELEASE

MVA USE ONLY

NAME AND ADDRESS OF FIRST SECURED PARTY

FIRST PEOPLES COMMUNITY FCU
P O BOX 1377 153 BALTO ST
CUMBERLAND MD 21502

OFFICIALLY ISSUED ON THE DATE SET FORTH ABOVE.

ADMINISTRATOR OF MOTOR VEHICLES

VR-2 (8-85)

KEEP IN A SAFE PLACE — ANY ALTERATION OR ERASURE VOIDS THIS TITLE

LIBER 033 .551

1DP1:JSMATPABOS
6-29-88/M

ASSIGNMENT AND BILL OF SALE

THIS ASSIGNMENT AND BILL OF SALE made this 1st day of July, 1988 from American Truck Parts, Inc., a Maryland corporation (referred to hereinafter as "Seller"), made and in favor of Wareheim Air Brakes, Inc., a Virginia corporation ("Purchaser").

WITNESSETH:

WHEREAS, by a Purchase Agreement dated as of July 1, 1988 by and between Seller and Purchaser (the "Asset Purchase Agreement"), Seller has agreed to sell, convey, and transfer certain of its assets for the consideration as set forth under said Agreement, the receipt of which Seller hereby acknowledges.

NOW, THEREFORE, in consideration of these premises, Seller hereby grants, bargains, sells, transfers, sets over and conveys unto Purchaser the assets listed or described on Schedule A attached hereto and made a part hereof.

TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns, forever.

Seller hereby represents and warrants to Purchaser that Seller is the lawful owner of said assets and property; that it has good and valid title to the same and further, that it has the right to transfer the same hereunder; that all of said assets and property are hereby transferred free from all liens,

claims and encumbrances; and that the Seller will warrant and defend the title to said assets and property against the claims of any and all other persons, firms or corporations, whatsoever.

IN WITNESS WHEREOF, Seller has caused this Assignment and Bill of Sale to be signed by one of its duly authorized officers as of the date first above written and delivered to Purchaser.

SELLER:

AMERICAN TRUCK PARTS, INC.

By: Ralph L Wilson Jr.
Its: President

STATE OF MARYLAND

CITY/COUNTY OF Allegany, to-wit:

The foregoing Assignment and Bill of Sale was acknowledged before me in the City/County and State aforesaid this 1st day of July, 1988, by Ralph L. Wilson, President of American Truck Parts, Inc.

Mary Lynn Keller
Notary Public

My Commission Expires: 7-1-90

SCHEDULE A

The "Assets" as defined in Paragraph 1 of the Asset Purchase Agreement, including but not limited to those described in the attached pages.

AMERICAN TRUCK PARTS, INC.

P.O. BOX 1707 SHADES LANE PHONE 301-724-1116

CUMBERLAND, MARYLAND 21502

A.T.P OWNS ITS OWN PHONE SYSTEM WHICH IS A COMKEY 416. IT WAS PURCHASED FROM A T & T APPROX. FIVE YEARS AGO. WE CARRY A MAINTENANCE POLICY ON IT.

THE SYSTEM CONSISTS OF 5 PHONES WITH 6 OUTGOING LINES, 2 INTERCOMS, AND A SPEAKER SYSTEM. ALL WIRING TO THE BUILDING IS UNDERGROUND AND EXTRA LINES WERE RUN FOR FUTURE EXPANSION.

CURRENT USE OF THE LINES ARE DEDICATED TO THE FOLLOWING,

301-724-1116
724-1117
724-1119
1-800-558-TRUK (8785) INCOMING WATTS
OUT OF STATE ONLY
~~TIE LINE TO A.D.C.~~
COMPUTER TIE LINE- DEDICATED

THE FOLLOWING IS A LIST OF SHOP EQUIPMENT INCLUDED IN THE PROPOSED PURCHASE.

FIREEXTINGUISHERS(3)
HEAD LIGHT ALIGN.
SCUFF GAUGE
MIRRORS (2)
BATTERY CHARGER
TRANSMISSION JACK
VACUUM CLEANER
FORK LIFT 2500 lb.
JACK STANDS (3 SETS)
20 TON AIR JACK
AIR GREASE GUN
HYD. HOSE CUTTER
ENGINE DOLLY
AIR COMP.
PARTS WASHER
COLL O CRIMPER
BATTERY TESTER
WORK BENCH
WHEEL DOLLY
WELDER
TIME CLOCK
TORCH AND ACC.
VISES

OIL DRUM PUMP
PRESSURE WASHER
GAS CAN
2 TON JACK
2 OIL PUMPS
GRINDER
1 INCH IMPACT
3 BOTTLE JACKS
BRAKE DRUM MICROMETER
AIR HOSES
NATIONAL TOOL SET

(3) Trucks
(1) Large Shop Fan
(1) Copier, office
(1) 50 TON Press

THE MAJORITY OF THE EQUIPMENT LISTED ABOVE IS NEW AND IN EXCELLENT CONDITION.

LIBER 033 555

AMERICAN TRUCK PARTS, INC.

ATP

P.O. BOX 1707 SHADES LANE PHONE 301-724-1116
CUMBERLAND, MARYLAND 21502

THE FOLLOWING IS A LIST OF OFFICE AND WAREHOUSE EQUIPMENT INCLUDED IN THE PROPOSED PURCHASE .

CASH REGISTER
NCR VIEWER
PHONE SYSTEM
* ALARM SYSTEM
BLACK AND DECKER SAW
STORECART
ALL STEEL BINS
ALL WOODEN FILTER RACKS
ALL STEEL DRUM RACKS
OFFICE DESKS (2)
CHAIRS (3)
FILE CABINETS (3)
SAFE
TYPEWRITER
CALCULATORS
INVOICES

* THE ALARM SYSTEM NEEDS TO BE REWORKED TO INCLUDE THE LARGE GARAGE DOORS . AT THE PRESENT THE SYSTEM IS NOT ARMED. IT WILL ,WHEN WORKING PROPERLY, ALERT THE STATE POLICE OF ANY ATTEMPT TO ENTER THE BUILDING.

ITEMS NOT ON THE COMPUTER SYSTEM

~~KAR PRODUCTS - BOLTS AND NUTS - ESTIMATED VALUE - 2500.00~~
~~MISC. TOOLS AT THE COUNTER AREA - 2500.00~~

Note - The Air conditioner installed in the office And the TABLE SAW Located in the shop ARE the personAL property of S. Robert Powell.

Note - EAch mechanic has his own tool Box And contents do not belong to A.T.P.

LIBER 033 586

Maryland Department of Transportation
MOTOR VEHICLE ADMINISTRATION

VEHICLE IDENTIFICATION NO.	YEAR	MAKE	BODY STYLE	CLASS	ODOMETER	TITLE NUMBER
CLN14A8275405	80	CHEV	TK	EPD	84671	15613291

EXCEPT	GR. VEH WT	GR COMB WT	FEE (TAGS)	INSPECTION DATE	DATE ISSUED
N/A	7000	N/A	$33.75	05/03/88	05/05/88

OWNER'S SOUNDEX/DRIVER LICENSE NO. — CO-OWNER'S SOUNDEX/DRIVER LICENSE NO.

Z-975-000-822-287

NAME(S) AND ADDRESS OF REGISTERED OWNER(S)

AMERICAN TRUCK PARTS INC
SHADES LANE
CUMBERLAND A MD 21502

CONTROL NO.
(THIS IS NOT A TITLE NO.)

F1380192
F4380492

CERTIFICATE OF TITLE FOR A VEHICLE

I, THE UNDERSIGNED, HEREBY CERTIFY THAT AN APPLICATION FOR CERTIFICATE OF TITLE HAS BEEN MADE FOR THE VEHICLE DESCRIBED HEREON, PURSUANT TO THE PROVISIONS OF THE MOTOR VEHICLE LAWS OF THIS STATE, AND THE APPLICANT NAMED ON THE FACE HEREOF HAS BEEN DULY RECORDED AS THE LAWFUL OWNER OF SAID VEHICLE. I, FURTHER CERTIFY THAT THE VEHICLE IS ONLY SUBJECT TO THE SECURITY INTERESTS SHOWN HEREON.

THE ADMINISTRATION WILL NOT BE RESPONSIBLE FOR FALSE OR FRAUDULENT ODOMETER STATEMENTS MADE IN THE ASSIGNMENT OF THE CERTIFICATE OF TITLE OR FOR ERRORS MADE IN RECORDING BY THE ADMINISTRATION.

NAMES AND ADDRESSES OF ADDITIONAL SECURED PARTIES

LIEN RELEASE

NAME AND ADDRESS OF FIRST SECURED PARTY

MVA USE ONLY

OFFICIALLY ISSUED ON THE DATE SET FORTH ABOVE.

ADMINISTRATOR OF MOTOR VEHICLES

VR-2 (8-85)

KEEP IN A SAFE PLACE – ANY ALTERATION OR ERASURE VOIDS THIS TITLE

LIBER 033 557

Maryland Department of Transportation
MOTOR VEHICLE ADMINISTRATION

VEHICLE IDENTIFICATION NO.	YEAR	MAKE	BODY STYLE	CLASS	ODOMETER	TITLE NUMBER
1GCCG15H0B7128455	81	CHEV	TK	EPO	20	09430657

EXCEPT.	GR. VEH. WT.	GR. COMB. WT.	FEE (TAGS)	INSPECTION DATE	DATE ISSUED
N/A	6000	N/A	$25.00	N/A	04/22/81

OWNER'S SOUNDEX/DRIVER LICENSE NO.: Z-975-000-437-064

CO-OWNER'S SOUNDEX/DRIVER LICENSE NO.:

NAME(S) AND ADDRESS OF REGISTERED OWNER(S)

AMERICAN TRUCK PARTS INC
SCHADES LA
CUMBERLAND A MD 21502

CONTROL NO.
(THIS IS NOT A TITLE NO.)
E8332709

E8332709

CERTIFICATE OF TITLE FOR A VEHICLE

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NAMES AND ADDRESSES OF ADDITIONAL SECURED PARTIES

NAME AND ADDRESS OF FIRST SECURED PARTY
FIRST PEOPLES COMMUNITY FCU
P O BOX 1377
CUMBERLAND MD 21502

LIEN RELEASE

MVA USE ONLY

OFFICIALLY ISSUED ON THE DATE SET FORTH ABOVE.

William S Barker
ADMINISTRATOR OF MOTOR VEHICLES

VR-2 (5-79)

KEEP IN A SAFE PLACE – ANY ALTERATION OR ERASURE VOIDS THIS TITLE

WATERMARK BY PROOF LINEN PRINCIPAL

LIEP 0-5-5 4-5-58

Maryland Department of Transportation
MOTOR VEHICLE ADMINISTRATION

VEHICLE IDENTIFICATION NO.	YEAR	MAKE	BODY STYLE	CLASS	ODOMETER	TITLE NUMBER
1GCEG25H3J7104633	88	CHEV	TK	EPD	12	15627348

EXCEPT.	GR. VEH. WT.	GR. COMB. WT.	FEE (TAGS)	INSPECTION DATE	DATE ISSUED
N/A	7000	N/A	$33.75	N/A	01/04/88

OWNER'S SOUNDEX/DRIVER LICENSE NO. — CO-OWNER'S SOUNDEX/DRIVER LICENSE NO.

Z-975-000-809-917

NAME(S) AND ADDRESS OF REGISTERED OWNER(S)

AMERICAN TRUCK PARTS INC
SCHADES LANE P O BOX 1707
CUMBERLAND A MD 21502

CONTROL NO.
(THIS IS NOT A TITLE NO.)

F4013530
F4013530

CERTIFICATE OF TITLE FOR A VEHICLE

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NAMES AND ADDRESSES OF ADDITIONAL SECURED PARTIES

LIEN RELEASE

MVA USE ONLY

NAME AND ADDRESS OF FIRST SECURED PARTY

FIRST PEOPLES COMMUNITY FCU
P O BOX 1377 153 BALTO ST
CUMBERLAND MD 21502

OFFICIALLY ISSUED ON THE DATE SET FORTH ABOVE.

ADMINISTRATOR OF MOTOR VEHICLES

VR-2 (8-85)

KEEP IN A SAFE PLACE — ANY ALTERATION OR ERASURE VOIDS THIS TITLE

AGED RECEIVABLES SCHEDULE FOR AMERICAN TRUCK PARTS 07/01/88 STORE: B PAGE: 1

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
001	AMERICAN TRUCK PARTS INC		10/27	000/000-0000		.00:	.00						
002	AMERICAN TRUCK PARTS INC.			000/000-0000		.00:	.00						
100	A AND B AUTO BODY		3/03	000/777-1860	2500	2500.00:	.00						
120	A AND D CONSTRUCTION	X1	11/04	304/726-4733	500	500.00:	.00						
135	A AND M DISPOSAL SERVICE		12/22	304/726-8584	1000	1000.00:	.00						
150	A AND S PUMP CO.		5/10	304/298-3230	1000	1000.00:	.00						
175	A.C.M.MECHANICAL		2/29	301/726-4740	1000	1000.00:	.00						
200	ADAMS CONSTRUCTION	2	6/22	301/722-4041	500	470.52:	29.48		-15.58	45.06			
230	ADAMS FARM AND EQUIPMENT		3/17	000/777-7615	1000	1000.00:	.00						
250	AETNA LUMBER	X	12/26	304/726-8585	1500	1500.00:	.00						
260	AERO TRUCKING INC.		7/02	800/241-4221	2000	2000.00:	.00						
290	ALI GHAN MOTOR CORPS		5/24	301/777-3323		.00:	.00						
300	ALLEGANY COMMUNITY COLLEG		6/20	301/724-7700	3000	2698.92:	301.08		301.08				
350	ALLEGANY CO BOARD OF ED		6/15	000/759-2000	3000	3000.00:	.00						
450	ALLEGANY CO COMMISIONERS		3/16	301/777-5955	10000	7161.32:	2838.68		878.34	211.45	891.73	857.16	
470	ALLEGANY COUNTY SANITARY		4/06	301/777-5942		.00:	.00						
500	ALLEGANY CO TRANSIT AUTHO		5/24	301/722-6360	2000	1995.67:	4.33		4.33				
700	ALLEGHENY MINING		5/11	304/693-7621	2500	2500.00:	.00						
750	RONALD W ALT	W	2/12	301/478-2155		.00:	.00						
1050	A.I.P. SHOP		8/31	000/000-0000		-3135.78:	3135.78		140.22	306.39	113.56	2575.61	
1150	AMERICAN WOODMARK CORP.		11/20	703/955-3550	1000	1000.00:	.00						
1160	ANDALEX RESOURCES INC.		5/18	301/689-3112	1000	1000.00:	.00						
1180	ANTIETAM EQUIPMENT CORP.		11/30	301/739-9450	2000	2000.00:	.00						
1200	TROY APSEY		4/07	000/777-2706	1000	1000.00:	.00						
1250	AQUARIUS INDUSTRIES INC.		6/09	301/729-8148	1000	951.46:	48.54		.72	47.82			
1300	FRANK ARNOLD CONTR. INC		3/16	301/334-2450	1000	1000.00:	.00						
1330	RON ARNOLD TRUCKING		6/15	301/463-6462	1000	1000.00:	.00						
1350	GEORGE B. ATHEY JR.		3/03	301/724-9239	1000	1000.00:	.00						
1450	WILLIAM ATHEY SR.		4/07	301/777-0438	1000	1000.00:	.00						
1475	BILL ATHEY JR.		6/07	000/777-0438	1000	1000.00:	.00						
1500	AURORA STONE	B	6/16	000/726-4800	5000	4384.61:	615.39		615.39				
1550	AUTO ACCESSORIES CORP.		7/27	301/722-6565	1000	1000.00:	.00						
1630	AUTO PARTS WAREHOUSE INC.		6/23	301/724-1111	10000	9672.41:	327.59		327.59				
1640	AUTO TRADER MAGAZINE		6/29	703/550-7700	1000	1000.00:	.00						
1650	AUTOMOTIVE SUPPLY		6/15	301/777-0666	5000	5000.00:	.00						
1700	AVISCO INC			301/777-3820	2000	1965.87:	34.13		34.13				
1740	B AND M AUTO BROKERS		5/17	301/777-3129	1000	945.64:	54.36		54.36				
1751	CSX TRANSPORTATION		6/30	000/000-0000	8000	-4402.57:	12402.57		8989.61	2349.30	812.29	251.37	
1760	B.M.I.-BILL MILLER INC	X		000/689-1013		-1294.77:	1294.77		109.14	428.33	757.30		
1775	B T C TRUCKING INC		6/27	000/463-5234	1000	956.70:	43.30		43.30				
1850	BACHMAN TRANSFER		5/28	301/724-3900	1000	1000.00:	.00						
1910	BALTIMORE PIKE VOL. FIRE		4/20	301/724-4170	1000	962.88:	37.12		37.12				
1950	BAREFOOT SERVICE CENTER		6/10	814/395-5115	2000	-1174.98:	3174.98		3174.98				
1975	BARRYS CASH ACCOUNTS		5/30	000/000-0000		.00:	.00						
2050	BARNES SCHOOL BUS SERVICE		6/13	000/689-6143	2000	1764.59:	235.41		235.41				
2055	BAUER LUMBER/HOME CENTER			301/724-9100	1000	991.26:	8.74		8.74				
2060	BAY AND OCEAN INC.		5/18	302/594-6285	1000	1000.00:	.00						
2150	BEARINGS AND TRANSMISSION		7/31	301/722-4480	2500	2500.00:	.00						
2200	BEDFORD ROAD FIRE DEPT.		6/29	301/724-3670	1000	987.79:	12.21		12.21				
2230	BEDFORD VALLEY PETROLEUM		5/23	000/000-0000	1000	1000.00:	.00						
2250	BEENER COAL CO.		5/19	301/463-5234	1000	1000.00:	.00						
2300	BEILER MACHINE TOOL WORKS			814/445-4070	2000	2000.00:	.00						
2350	BAY STATE	X1	6/15	617/[illegible]	[illegible]	[illegible]	[illegible]						

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PID TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
2375	BEL AIR EXXON		5/28	301/729-2274	1000	1050.97:	-50.97	.	.	-50.97	.	.	.
2400	BELLE GROVE SERVICE STATI		5/12	000/478-2828	2000	2000.00:	.00	.	.	.	.	.	.
2450	CARL BELT INC.		6/13	301/729-8900	2000	1267.42:	732.58	.	732.58	.	.	.	.
2650	LYLE BENDER		4/28	301/395-5504	1000	921.88:	78.12	.	78.12	.	.	.	.
2670	HAROLD BEEF BENDER		6/07	000/478-2826	1000	978.02:	21.98	.	21.98	.	.	.	.
2680	NINA BENDER		11/10	301/478-2154	1000	1000.00:	.00	.	.	.	.	.	.
2700	JIM BENNETT		1/18	301/759-9300	2500	2500.00:	.00	.	.	.	.	.	.
2750	BENNETT ASSOCIATES	P	6/20	301/722-6770	1000	1000.00:	.00	.	.	.	.	.	.
2780	L. BERNSTEIN FURNITURE CO		1/02	301/729-3500	500	500.00:	.00	.	.	.	.	.	.
2820	BIG A AUTO PARTS		6/30	301/759-9070	2000	2000.00:	.00	.	.	.	.	.	.
2850	BIEDERLACK CO		5/11	301/759-3633		-29.07:	29.07	.	.43	.42	28.22	.	.
2930	BEITZEL WELDING AND CONST	1	6/15	301/245-4107	1000	1042.62:	-42.62	.	-42.62	.	.	.	.
2960	B BURN TRUCKING INC.		6/09	301/724-1327		-629.29:	629.29	.	629.29	.	.	.	.
2980	BILLY BENDER CHEVROLET		6/10	301/895-5115	5000	3914.07:	1085.93	.	1085.93	.	.	.	.
3000	BITTINGER VOL. FIRE DEPT.			301/245-4546	2000	2000.00:	.00	.	.	.	.	.	.
3100	BLIND INDUSTRIES	P	4/22	301/724-4111	200	200.00:	.00	.	.	.	.	.	.
3300	JIM BOWERS		12/07	000/000-0000		.00:	.00	.	.	.	.	.	.
3350	BOWERS LUMBER CO. INC	P	7/15	301/334-9226	1000	1000.00:	.00	.	.	.	.	.	.
3400	BOWLING GREEN VOL FIRE DE		5/09	000/729-1522	2000	2000.00:	.00	.	.	.	.	.	.
3410	D.M.BOWMAN INC	B	6/21	301/223-6900	5000	4778.32:	221.68	.	221.68	.	.	.	.
3430	BOWMANS ADD.VOL.FIRE CO		1/02	000/759-4322	1000	1000.00:	.00	.	.	.	.	.	.
3550	BRASHEAR COAL CO.	2	8/27	301/359-0348	1000	1000.00:	.00	.	.	.	.	.	.
3570	BRENNEMAN WELL DRILLING	X1	5/09	301/826-8666	1000	1000.00:	.00	.	.	.	.	.	.
3650	WILLARD BROADWATER		6/16	301/895-5797	750	613.95:	136.05	.	136.05	.	.	.	.
3700	BROCKS SCRAP AND SALVAGE	2	6/20	301/777-0820	1000	-27.71:	1027.71	.	986.91	40.80	.	.	.
3750	C. EARL BROWN		5/13	301/582-2111		.00:	.00	.	.	.	.	.	.
3780	BROWNINGS DEEP CREEK QUAR		11/23	301/334-8105	1000	513.75:	486.25	.	486.25	.	.	.	.
3900	ERNEST BRUMAGE JR.		5/16	301/463-5003		.00:	.00	.	.	.	.	.	.
3940	BUCKLEYS DISTRIBUTING CO.		2/06	304/822-5139	1000	1000.00:	.00	.	.	.	.	.	.
3950	BUFFALO COAL CO.		1/27	000/463-2094	1500	1457.45:	42.55	.	.63	41.92	.	.	.
3970	ROGER D. BURGESS		12/03	304/749-7366	500	500.00:	.00	.	.	.	.	.	.
4010	BUROW TRUCK LINES INC.		1/28	301/245-4248	2000	2000.00:	.00	.	.	.	.	.	.
4025	ROGER BUTTOFF		6/10	301/826-8549	1000	1000.00:	.00	.	.	.	.	.	.
4100	C AND L TRANSPORTATION	P	5/30	301/463-5589		.00:	.00	.	.	.	.	.	.
4150	C AND P TELEPHONE OF MD.		6/30	301/722-9900	2000	2000.00:	.00	.	.	.	.	.	.
4200	CALVARY BAPTIST CHURCH		6/11	301/729-0784		-133.77:	133.77	.	133.77	.	.	.	.
4230	TOM CAMPBELL	X	10/31	000/777-3771		.00:	.00	.	.	.	.	.	.
4250	CAMPBELL CHEVOLET INC	X1	6/29	301/777-8500	2000	1935.54:	64.46	.	64.46	.	.	.	.
4300	CANNON ELECTRIC INC.		6/13	304/788-2212		.00:	.00	.	.	.	.	.	.
4350	JERRY CARR	X	9/02	301/334-1572		.00:	.00	.	.	.	.	.	.
4360	CASEYS ICE AND FREEZER ST		5/27	301/777-0017	1000	1000.00:	.00	.	.	.	.	.	.
4375	CASSIDY TRUCKING INC.	B	12/30	304/754-3086	2000	2000.00:	.00	.	.	.	.	.	.
4400	CASSELMAN MOTORS		1/12	301/895-5115	5000	5000.00:	.00	.	.	.	.	.	.
4500	CELANESE TRUCKING CO.		1/27	800/845-8319	1500	1500.00:	.00	.	.	.	.	.	.
4550	CENTRAL ASSEMBLY OF GOD	1	10/14	301/777-3105	1000	847.49:	152.51	.	124.90	27.61	.	.	.
4600	CESSNA BROTHERS		6/22	000/000-0000		-110.45:	110.45	.	110.45	.	.	.	.
4750	JEFF CHAPMAN		10/07	301/689-1743		.00:	.00	.	.	.	.	.	.
4800	MARVIN CHAPMAN TIMBER	X1	9/24	304/446-5438		.00:	.00	.	.	.	.	.	.
4850	CHARLTON BROS.		6/20	301/777-7670	3000	2927.63:	72.37	.	72.37	.	.	.	.
5000	DONALD W. CLARK INC.		5/10	301/463-6590		-17.76:	17.76	.	17.76	.	.	.	.
05050	S. E. CLARK		1/02	000/000-0000		-667.27:	667.27	.	9.87	9.72	9.57	638.11	.
5100	CLARYSVILLE FIRE DEPT.		11/18	301/[illegible]		.00:	.00	.	.	.	.	.	.
5150	REED CLINGERMAN		5/10	301/[illegible]	500	[illegible]	[illegible]						

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
5200	CLISE COAL CO.		6/10	000/689-2434	2500	2055.61:	444.39		444.39				
5300	CUMBERLAND VALLEY PETROLE		5/12	301/724-0750	3000	2994.26:	5.74		5.74				
5350	COCA COLA BOTTLING WORKS		5/09	301/777-0750	2000	2000.00:	.00						
5400	CODDINGTON LUMBER		6/09	301/689-8816	1500	1390.91:	109.09		109.09				
5450	THE COLEMAN CO.		6/29	914/445-9661	1000	718.12:	281.88		281.88				
5500	COLLINS GMC		6/10	301/724-6790	2000	1889.63:	110.37		110.37				
5600	COLUMBIA GAS TRANSMISSION		6/14	301/729-8181		.00:	.00						
5650	COLUMBIA GAS OF MARYLAND		6/30	301/724-6400	3000	3000.00:	.00						
5700	COMMONWEALTH COALS		4/03	814/443-2808		.00:	.00						
5750	CONCRETE GENERAL INC.		5/26	301/948-4450	2000	2000.00:	.00						
5830	CONSERVIT INC		9/29	301/791-0100	1000	1000.00:	.00						
5900	COOK BROTHERS		5/20	301/722-2525		-255.86:	255.86		11.48	244.38			
6000	CORRIGANVILLE VOL. FIRE C		6/08	301/759-9861		.00:	.00						
6100	STANLEY COVER		2/17	814/356-3263		.00:	.00						
6103	TERRY W. COVER		5/16	814/356-3583	1000	98.86:	901.14		901.14				
6104	CREEGAN LOGGING			301/729-2776	2000	1917.62:	82.38		82.38				
6105	CRESAP AUTOMOTIVE MACHINE		6/13	301/729-3683	2000	1949.12:	50.88		50.88				
6110	CRESAPTOWN FIRE DEPT.		2/23	000/729-6570	1000	1000.00:	.00						
6130	CRH CATERING CO. INC.		6/30	301/777-8313	2000	2000.00:	.00						
6200	CRITES TRANSFER		5/16	301/777-1453	1500	1489.20:	10.80		10.80				
6220	CRONER MANAGEMENT SERVICE		6/29	814/267-3133	5000	4785.82:	214.18		214.18				
6250	JOHN CROWFIS GARAGE		5/10	301/724-0494	1000	1000.00:	.00						
6275	CSX TRANSPORTATION		6/20	304/366-0765	5000	4302.48:	697.52		480.68		216.84		
6280	CSX TRANSPORTATION		4/04	000/000-0000	2000	890.72:	1109.28		587.33	322.95		199.00	
6290	CUMBERLAND BOX AND MILL C		1/28	301/724-1010	1000	1000.00:	.00						
6300	CUMBERLAND CEMENT AND SUP		6/13	301/724-2702	5000	4545.76:	454.24		454.24				
6320	CUMBERLAND CHURCH OF GOD		9/22	301/724-2378	1000	1000.00:	.00						
6330	CUMBERLAND CONCRETE CORP.		6/13	000/724-2000	10000	7880.89:	2119.11		2119.11				
6350	CUMBERLAND COUNTRY CLUB		6/22	301/722-8080	2000	2000.00:	.00						
6355	CUMBERLAND ELECTRIC CO.		4/08	301/722-6191	2000	2000.00:	.00						
6360	CUMBERLAND HOUSING AUTHOR		7/16	301/724-2055	1000	1000.00:	.00						
6390	CUMB.LIMOUSINE SER.INC	P	12/05	301/759-4229	300	300.00:	.00						
6400	CUMBERLAND MACARONI MFG.		3/17	301/777-1270		.00:	.00						
6450	CUMBERLAND MAYOR/CITY COU		5/31	000/722-2000	3000	2809.41:	190.59		190.59				
6550	CUMBERLAND PIPE AND STEEL		4/18	301/729-6100		-6.06:	6.06		.09	5.97			
6570	CUMBERLAND STEEL		8/10	000/724-1370	1000	1000.00:	.00						
6600	CUMBERLAND QUICK CHANGE		7/21	301/478-2236	2500	2500.00:	.00						
6610	CUMBERLAND WELDING CO.		4/12	301/722-6290	2000	1925.58:	74.42		74.42				
6800	CURRY LUMBER CO.		6/10	301/264-3550		-115.77:	115.77		115.77				
6840	D AND H CONSTRUCTION		4/30	301/729-2542	1000	924.28:	75.72		58.49	17.23			
6950	D AND J TRUCKING		6/07	814/842-3988		-93.96:	93.96		62.84	31.12			
7000	D AND L COAL CO.		2/07	304/359-3003		.00:	.00						
7050	D AND L GARAGE INC.		2/17	304/496-7475	2000	1948.12:	51.88		51.88				
7070	D AND S TRUCKING CO.		4/28	301/359-0181	1000	985.01:	14.99		14.99				
7100	D AND W TRUCK LINES		10/19	304/478-2430		-128.85:	128.85		128.85				
7130	DAIRY DELL		2/15	301/777-8303	1000	1000.00:	.00						
7150	JOHN DANIELS TRUCKING			301/722-4074	2000	653.19:	1346.81		1346.81				
7170	GRANT DAVIS		6/21	000/724-3018	1000	379.64:	620.36		9.17	10.51	11.83	588.85	
7180	DAVIDS CASH ACCOUNTS		6/30	000/000-0000		-208.08:	208.08		208.08				
7185	DEER PARK COMM.V.F.D		3/23	301/334-4120	500	500.00:	.00						
7190	DEHAVEN TRUCKING			301/777-8867		.00:	.00						
7400	DELTA MINING INC.		1/27	814/634-5634	2000	1788.46:	211.54					211.54	
7420	DELTA INDUSTRIES INC		3/15	814/634-5634	3000	3000.00:	.00						

AGED RECEIVABLES SCHEDULE FOR AMERICAN TRUCK PARTS 07/01/88 STORE: B PAGE: 4

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR. AVAIL.	PTD TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
7500	DEPT. NATURAL RESOURCES		6/30	301/777-2134		-385.79:	385.79		385.79				
7550	ROBERT DEREMER		4/07	301/759-2829	1500	1500.00:	.00						
7650	JOE DEVLIN		4/12	000/729-0348	1000	987.71:	12.29		12.29				
7670	WAYNE DIEHL		6/30	301/777-1268	500	125.99:	374.01		374.01				
7680	DIESEL INSTITUTE OF AMERI		6/29	301/895-5138	1000	715.74:	284.26		284.26				
7690	DIEHLS FORD SALES, INC.		4/30	301/895-5135	2000	2000.00:	.00						
7700	DISTRICT 16 VFD		4/21	000/722-4444	1000	993.64:	6.36		6.36				
7800	DIUBALDOS GARAGE		3/05	304/788-6588		.00:	.00						
7830	CALVIN DOLAN LOGGING		5/16	000/000-0000	1000	1000.00:	.00						
7850	CARL DOLLY		7/02	301/478-2386		.00:	.00						
7940	CLAUDE DOLLY	X	8/13	000/722-2171		.00:	.00						
8000	DON DOLLY	X	6/30	301/478-2316	2000	2000.00:	.00						
8050	KEN DOLLY K R TRUCKING		6/09	000/759-2904	5000	4945.74:	54.26		54.26				
8175	DOUGLAS-SMITH CONTRACTORS		6/29	301/777-0507	5000	4525.75:	474.25		376.38	92.59	5.28		
8180	DOUGS AUTO-TRUCK REPAIR	P	3/27	301/777-8577	1000	1000.00:	.00						
8200	PAUL DOVE -PENZOIL		4/13	301/359-3521		-302.51:	302.51		272.64	.45	29.42		
8275	DRYDEN OIL CO.		3/10	000/689-8950		.00:	.00						
8300	JOHN DUCKWORTH COAL		6/07	301/689-1503		-28.94:	28.94		28.94				
8330	JOHN D. DUCKWORTH TRUCKIN		4/18	301/689-6758	1000	1000.00:	.00						
8350	RICHARD DUCKWORTH		4/07	301/689-6336		.00:	.00						
8450	ELK LICK TOWNSHIP		7/08	814/634-8956	500	500.00:	.00						
8460	ELLERSLIE VOL. FIRE DEPT.		3/14	301/759-0959	1000	1000.00:	.00						
8470	ELLIOTT-FRANTZ INC		2/17	000/689-2800	500	130.11:	369.89		125.47	244.42			
8640	PETE EMERICK	X	5/09	301/724-4562		-1353.98:	1353.98		20.01	1333.97			
8650	WAYNE EMERICK	X	7/09	000/000-0000		.00:	.00						
8680	ESSCO		1/12	302/422-4589	500	500.00:	.00						
8690	EXTERIOR RESTURATION SERV		5/11	301/729-8233	500	500.00:	.00						
8695	FAUAN TRANS.-SERVICE INC		6/09	301/759-1246	2000	1511.50:	488.50		488.50				
8730	FAIRFAX CONCRETE PRODUCTS		11/12	301/334-8101	2000	2000.00:	.00						
8750	FAIRFAX SAND AND CRUSHED		6/27	000/726-4857		-1400.24:	1400.24		1400.24				
8770	FAIRVIEW COAL CO. INC.		6/12	000/689-6143	1000	1000.00:	.00						
8780	FAITH TRANSPORT	X1	9/14	000/777-3411	1000	1000.00:	.00						
8900	FAULK BROTHERS		5/23	304/788-3123		.00:	.00						
8930	FEDERAL ARMORED EXPRESS		6/15	301/759-4500	1000	979.54:	20.46		.30	20.16			
8940	LORAINE A FEASTER		4/03	304/298-3764	500	500.00:	.00						
9050	FILSINGER DIST. CO.		11/30	301/689-5435		.00:	.00						
9070	FILSINGER TRUCKING INC	1	6/22	301/689-1109	2000	1911.97:	88.03		88.03				
9100	THOMAS B. FINAN CENTER		5/09	301/777-2200		.00:	.00						
9110	FINZEL COAL CO	X	10/07	000/000-0000		.00:	.00						
9115	FI-HOFF CONCRETE	X1	8/10	814/634-5917	4000	4000.00:	.00						
9250	RUSSELL FLANIGAN TRANS INP		4/08	814/842-6106		.00:	.00						
9350	JIM FLINN TRUCKING	P	9/17	304/538-6711		.00:	.00						
9400	FLINTSTONE FIRE CO.		3/23	301/478-2311		.00:	.00						
9500	LEO P. FORD DRILLING		6/07	301/724-2103		.00:	.00						
9700	FRANKS VENDING		4/24	301/777-8309	500	500.00:	.00						
9750	W. H. FRATZ	P	12/21	000/895-5880		.00:	.00						
9900	WADE FRIEND	X	10/15	301/746-5547	1000	1000.00:	.00						
9910	FRIENDS AWARE INC		6/08	301/722-7268	5000	3502.89:	1497.11		1497.11				
9950	FROSTBURG MAYOR AND CITY		4/14	301/689-6111	3000	2986.94:	13.06		13.06				
9970	FROSTBURG STATE UNIVERIST		4/30	301/689-4140		-68.10:	68.10		68.10				
10000	FROSTBURG VOL. FIRE CO.		5/16	301/689-8444		.00:	.00						
10150	FURLOWS GARAGE	B	5/16	301/759-9000	2000	-3558.84:	5558.84		306.66	1951.01	3301.17		
10200	FURNACE BODY SHOP		5/17	304/788-7042	500	169.28:	330.72		4.89	273.74	52.09		

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL	THIS PERIOD	*------ ACCOUNTS RECEIVABLE ------* 0-30	31-60	61-90	OVER 90	DATED
10300	H.C. GABLER		2/15	717/264-4184	5000	5000.00:	.00						
10400	GARLAND PETROLEUM		1/18	301/724-5246		.00:	.00						
10450	GARRETT COUNTY ROADS	B	6/15	301/334-1510		-1082.99:	1082.99		1082.99				
10470	GARRETT ELECTRIC		4/07	301/334-4577	2000	2000.00:	.00						
10500	GARYS GARAGE	P	7/15	301/826-8683		.00:	.00						
10550	GATEWAY MOTORS INC		6/13	301/729-6500	2000	2000.00:	.00						
10700	GENERAL DELIVERY		4/30	000/000-0000		-282.31:	282.31		282.31				
10750	GEORGE CONSTRUCTION		4/30	301/724-3636	1000	647.09:	352.91		175.52		177.39		
10800	GEUPEL CONSTRUCTION CO.		6/20	614/459-2400	2000	1166.94:	833.06		833.06				
10850	THE JAMES GIBBONS CO.			301/792-7942	2000	1933.10:	66.90		66.90				
10950	GODLOVE TRUCKING		6/29	301/724-5124		-116.27:	116.27		116.27				
11000	GRANT CO. BOARD OF EDU.		5/16	304/257-4881		.00:	.00						
11050	GRANTSVILLE AUTO SUPPLY		6/10	301/895-5080		-26.23:	26.23		26.23				
11100	C. NEIL GRAPES		6/21	000/726-8550	2000	-284.03:	2284.03		2284.03				
11200	WILLIAM GREEN TRUCK SERVIP		5/09	301/478-2413	500	500.00:	.00						
11250	S.J.GROVES CONST. CO.		5/16	301/478-2487	2000	2542.00:	-542.00		10.27	-552.27			
11255	S.J. GROVES CONST. CO.		6/16	301/478-2215	2000	-1481.61:	3481.61		3481.61				
11320	H.M.H. CORPORATION		12/18	301/387-6871	1500	1500.00:	.00						
11350	H AND D ENTERPRIZES	P	1/28	301/689-5881	250	250.00:	.00						
11500	HAHN CONTRACTING CO.			215/582-8785	1000	956.22:	43.78		43.78				
11680	HAMPSHIRE DISTRIBUTORS	B	6/23	304/822-3013		.00:	.00						
11730	WARREN A. HARBAUGH		4/19	301/790-1159	1000	1000.00:	.00						
11750	HARDLEY ABLE CONSTRUCTION		6/29	301/264-3349	500	-355.33:	855.33		855.33				
11775	LLOYD HARDMAN		4/21	301/722-4547	1000	1000.00:	.00						
11800	HARDWOOD INC.	P	5/08	301/746-5395		.00:	.00						
11850	HARDY CO. BOARD OF ED.	B	1/15	304/538-2348		.00:	.00						
11880	GOOD WILL FIRE CO. NO 1		7/23	000/000-0000	1000	1000.00:	.00						
11900	EARL HARPER		6/16	301/722-3691		.00:	.00						
12000	E.G. HARPER	1	7/17	301/777-0166	2500	2500.00:	.00						
12020	HEAVY DUTY PARTS INC.		6/08	717/234-2421	3000	3000.00:	.00						
12100	VIRGINIA HELMICK		5/25	301/478-2414	1000	1000.00:	.00						
12170	HENDERSON BUS CO	X		000/777-2889		.00:	.00						
12250	HERCULES-ABL		6/21	000/726-4500	5000	4295.05:	704.95		704.95				
12275	HESS OIL COMPANY INC.			304/636-2811	2000	2000.00:	.00						
12300	HESTER INDUSTRIES	B	3/10	304/538-2381	3000	3000.00:	.00						
12310	DOUG HIETT	X	9/24	000/722-5173		.00:	.00						
12350	HIGHLAND TANK AND MFG. CO	B	6/20	814/893-5701		-2836.88:	2836.88		1188.56	1427.09	221.23		
12400	HIGHWAY PETROLEUM	X2B	6/13	301/678-6834	5000	3794.52:	1205.48		1065.92	105.99	33.57		
12500	HILL TOP FRUIT	B	6/22	301/689-5782		-235.61:	235.61		235.61				
12600	HISER SUPPLY CO.		3/18	301/729-2800		.00:	.00						
12750	HOWELL TRUCKING CO.	B	6/10	301/777-1360		-358.25:	358.25		358.25				
13000	IA CONSTRUCTION CORP.		6/22	000/000-0000	5000	4857.00:	143.00		143.00				
13050	INTERSTATE TRUCK EQUIPMEN	B	4/20	301/733-1707	2000	2000.00:	.00						
13075	ISLAND CHARTERS			301/729-1123	5000	5000.00:	.00						
13090	J.M.S. TRUCKING	P	6/27	301/478-2857	2000	-956.01:	2956.01		-1007.96	3963.97			
13150	J AND R TEXACO		9/23	301/689-9200		.00:	.00						
13200	J AND S TRUCKING		5/31	301/264-3242		-79.24:	79.24		43.46	35.78			
13300	JENKINS AUTO		6/13	301/689-3600		-74.72:	74.72		74.72				
13370	JERRYS TRUCKING		6/20	301/724-3360	1000	758.12:	241.88		241.88				
13380	JIMS AUTO-TRUCK STOP INC.	X2	6/13	814/443-1467	2000	1631.54:	368.46		368.46				
13400	JOHNSON AND TOWERS		1/21	000/000-0000		.00:	.00						
13500	JONES TRUCKING	X1	1/15	304/446-5435		.00:	.00						
13550	JUVENILE SERVICES ADMIN.		2/05	301/777-2162	1000	1000.00:	.00						

AGED RECEIVABLES SCHEDULE FOR AMERICAN TRUCK PARTS [redacted] 07/01/88 [redacted] STORE: B PAGE: 6 [redacted]

ACCOUNT NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
[redacted]	KELLY ENTERPRISES INC	P	6/18	412/437-9013		.00:	.00						
[redacted]	KELLY TIRE CO.		6/27	000/000-0000		.00:	.00						
13850	KENNYS WELDING	2	5/26	301/359-0357	1000	-431.02:	1431.02		21.15	20.84	23.49	1365.54	
14000	KERR AUTO SERVICE		3/15	301/689-3818		.00:	.00						
14050	KESSELL LUMBER	1	1/23	304/788-3371		.00:	.00						
14300	KEYSTONE LIME	B	6/06	814/662-2025	2000	1844.06:	155.94		155.94				
14350	KIMMEL MOTORS		10/08	000/000-0000		.00:	.00						
14400	KINGSFORD CO.		12/22	301/359-0400	1000	1000.00:	.00						
14450	GARY KISAMORE		10/31	000/777-7077	500	500.00:	.00						
14550	W. B. KISAMORE	X	4/20	301/478-2923		.00:	.00						
14620	KIGHT SANITATION		5/09	301/463-6456	1000	870.47:	129.53		129.53				
14640	KNOBLEY MT. HAULING INC.		5/09	304/738-1598	1000	1000.00:	.00						
14650	GLEN KOLBFLEISH		5/18	000/000-0000	2000	1976.79:	23.21		23.21				
14750	KOPPERS CO.		5/09	304/492-5512		.00:	.00						
14800	KUHNLE BROS. INC.			800/843-8928	2000	2000.00:	.00						
14805	LAKEVIEW EXXON		6/13	301/387-6811	1000	1000.00:	.00						
14810	R.C.LAPP		5/23	301/777-3634	1000	991.30:	8.70		.13	8.57			
14820	R.H.LAPP AND SON		10/09	000/724-6650	1000	1000.00:	.00						
14830	LARSHA INC	P3	5/15	000/689-2418		.00:	.00						
14840	LASHLEY CONST. CO.		2/29	301/689-9642	1000	1000.00:	.00						
14850	LARGENTS TRUCK AND IMP. C	1B	3/02	304/258-1370		.00:	.00						
14900	G. A. LARGENT		5/28	301/722-4525		.00:	.00						
14950	LAVALE FREEWAY CHEVRON		9/10	301/729-8774	500	495.03:	4.97		4.97				
15000	LAVALE RESCUE SQUAD		10/06	301/729-4458		.00:	.00						
15050	LAVALE VOL. FIRE CO.		3/10	301/777-0871		.00:	.00						
15070	LAVALE WILBERT VAULT CO.		6/08	301/729-1810		.00:	.00						
15100	JERRY LEPLEY		6/29	301/777-0895	500	6.61:	493.39		7.29	7.92	7.81	470.37	
15150	LESCAR INC.		5/10	301/359-3681		-79.98:	79.98		79.98				
15175	LESHER BUICK (VELO		6/08	717/566-5224	5000	5000.00:	.00						
15190	HOWARD B. LEYDIG JR.		6/26	814/842-6720	1000	1000.00:	.00						
15200	LEYDIG TRUCKING		6/16	301/724-3360	2500	2377.15:	122.85		122.85				
15210	SAM LEYDIG TRUCKING	X	5/03	814/623-2446		.00:	.00						
15220	STC TRUCKING CO.	1B	6/27	301/767-9490	2000	1381.29:	618.71		323.22	295.49			
15400	LILLER BROS. ASPHALT		6/06	301/729-0505		-242.47:	242.47		242.47				
15410	LIN TRUCKING INC			814/267-3712	2000	2000.00:	.00						
15420	KENNETH LEPLEY		6/27	301/777-1059	2000	1956.00:	44.00		44.00				
15500	LOGUE BROS.	X2	10/18	814/767-9542		.00:	.00						
15550	LOWDERMILK TRUCKING		3/29	814/395-3831	2000	2000.00:	.00						
15575	LOWERY AND YODER		6/08	814/267-3271	1000	962.74:	37.26		37.26				
15600	LOWES OF CUMBERLAND		6/10	301/724-1203		.00:	.00						
15650	CHARLES T. LUDY JR. TRUCK		6/24	814/445-5840		-314.25:	314.25		314.25				
15750	LYNCH TRUCKING ...BILL		6/29	000/722-4469	1000	874.93:	125.07		125.07				
15900	MC COOLE VOL. FIRE DEPT	7	2/03	301/786-4311	5000	5000.00:	.00						
16000	WILLIAM MCCUSKER GARAGE		11/02	301/478-2558		.00:	.00						
16050	MCDONALDS AUTO ELECTRIC		3/08	301/777-2704		.00:	.00						
16100	MCILLWEE TRUCKING	B	6/23	703/667-2290		-279.20:	279.20		279.20				
16150	DELBERT MCKENZIE	X1	1/18	301/689-9693		-9.79:	9.79		.15	.15	9.49		
16180	JOHN ALLEN MCKENZIE		9/14	000/689-9213	1000	1000.00:	.00						
16200	MURRELL MCKENZIE	1	4/19	301/689-8284		-40.33:	40.33		9.95	30.38			
16450	MAGEE MOTORS	X1	7/28	301/777-7444		.00:	.00						
16500	MALICKS PARTS		9/28	304/822-3555		.00:	.00						
16550	MALLOW TRUCKING	X1	6/20	000/774-[illegible]937	1000	433.68:	566.32		566.32				
[illegible]	[illegible]	Y	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]		[illegible]	[illegible]			

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
16535	MAPLE CITY TIRE	B	6/16	814/634-0545	1000	-47.73:	1047.73		1047.73				
16545	R. C MARKER CO		5/16	000/724-3390	5000	5000.00:	.00						
16620	JOE MARTIN	P2	10/27	301/689-5258		.00:	.00						
16700	MD. DEPT. OF ENVIRONMENT		6/03	000/000-0000	5000	5000.00:	.00						
16750	MD. STATE HIGHWAY ADMIN.		6/30	000/777-2145		-1666.15:	1666.15		1666.15				
16770	MATCO TOOS		1/30	301/722-0055	1000	1000.00:	.00						
16900	MASTELLER COAL CO.		6/23	304/359-0351		.00:	.00						
16950	MATTHEW SHALE WORKS		4/13	304/738-9590		.00:	.00						
16980	MEMORIAL HOSP/MEDICAL CNT		5/05	301/777-4258	1000	1000.00:	.00						
17000	JOHN MENGES		3/06	301/895-5307		.00:	.00						
17050	THOMAS W. MENGES		6/14	000/000-0000		-43.43:	43.43		43.43				
17080	WALTER E.MERRILL BUILDERS		5/09	301/729-3431	1000	744.91:	255.09		3.77	3.72	6.61	240.99	
17100	MESSMAN BUICK INC	P	10/15	000/722-8400	1000	1000.00:	.00						
17150	MICHAELS CARTAGE		6/20	000/777-1240	5000	4781.61:	218.39		218.39				
17180	MIDLAND VOL FIRE DEPT		6/10	301/463-6386	1000	929.13:	70.87		70.87				
17190	MILLER BROS. DRILLING			304/738-3266		.00:	.00						
17200	CURLEE MILLER		6/14	301/759-1261	2000	2000.00:	.00						
17220	EDWARD MILLER GARAGE		2/08	301/895-5601	500	500.00:	.00						
17250	G. BURNIE MILLER INC.		5/28	301/722-4979		.00:	.00						
17420	MILLERS WELDING SERVICE I		5/06	301/689-8108	2000	2000.00:	.00						
17450	MINERAL CO. BOARD OF ED.	B	6/11	304/788-3881		.00:	.00						
17500	MINERAL FABRIC. AND MACHI		6/24	304/788-5855		-22.39:	22.39		20.49	1.90			
17525	ROY MOONEY		5/28	301/264-4789	1000	1000.00:	.00						
17550	MORAN COAL CO.		4/07	301/359-0622		.00:	.00						
17850	MT. CITY LOGGING		10/06	000/000-0000		.00:	.00						
17900	MT. COUNTIES MILK	B	5/23	301/895-5974		-734.65:	734.65		277.82	456.83			
17950	MT. LEVELS OR HARDS	X1	9/08	304/822-5478	1000	1000.00:	.00						
18050	MT. SAVAGE REFRACTORIES		6/16	301/264-8571		-446.76:	446.76		446.76				
18060	MT. SAVAGE SPEC. REFRAC.	1	5/16	301/264-8595	2000	1980.45:	19.55		.29	.28	18.98		
18070	MT.SAVAGE VOL.FIRE DEPT		2/17	301/264-3333		.00:	.00						
18080	MT. TOP AUTO SUPPLY	B	6/09	304/822-5675	2000	1964.33:	35.67		35.67				
18100	V. R. MOWRY INC.		12/14	304/257-4343		.00:	.00						
18150	RICHARD MUELLER		6/30	000/724-9709		-646.31:	646.31		646.31				
18160	MUIR TRUCKING CO.			301/463-5409	500	500.00:	.00						
18180	MULLENAX EXCAVATING		5/23	301/895-5128	500	498.33:	1.67		1.67				
18270	MY-O TIRE SERVICE		9/30	301/334-3999	1000	1000.00:	.00						
18360	TERRY J NIXON		6/30	000/767-9452	5000	4927.63:	72.37		72.37				
18420	JOHN NOLAN	X	12/28	000/000-0000		.00:	.00						
18450	GEORGE NOLAN	W	6/30	000/000-0000		.00:	.00						
18460	OAKGROVE AUTO SUPPLY		7/11	301/729-6274		.00:	.00						
18555	WILLIAM H. OESTER TRUCKIN		6/23	814/662-2636	500	500.00:	.00						
18560	OLDTOWN VOL FIRE DEPT		1/02	000/395-5151		.00:	.00						
18650	H. H. OMPS INC.	B	5/12	703/667-4919		-199.55:	199.55		199.55				
18660	OPENN LEASING		6/20	216/534-4162	5000	4992.28:	7.72		.12	2.26	5.34		
18670	ORLEANS VOL FIRE DEPT.		6/23	301/478-2229		.00:	.00						
18800	ORNER AND SONS	X1B	6/23	301/895-5436	1500	1373.14:	126.86		126.86				
18850	ORRIE CONTRACTING	X	5/07	000/724-5953		.00:	.00						
18855	ORTS MILLS		1/02	000/722-7850	2000	2000.00:	.00						
18860	M. R. OSTER		1/09	000/724-7411		.00:	.00						
18865	ROBERT L. OSTER		8/27	304/726-4635	500	500.00:	.00						
18870	OSTER BROS. TRUCK SERVICE		6/27	000/777-1083	1000	-975.56:	1975.56		1975.56				
19000	OTTO BRICK AND TILE	B	6/23	814/662-2100	2000	1979.48:	20.52		20.52				
19050	OVERNITE TRANSPORTATION C		6/21	301/777-5490	1000	583.62:	416.38		359.68	56.70			

AGED RECEIVABLES SCHEDULE FOR [redacted] 07/01/88 [redacted] STORE: B PAGE: 3 [redacted]

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
19100	P.M.COMPANY		9/08	000/264-4198	2000	1700.00:	300.00	.	.	.	.	300.00	.
19150	P.A. AND S. SMALL CO.			717/755-1976	2000	2000.00:	.00	.	.	.	.	.	.
19305	PAR-GAS INC		2/10	301/738-1044	1000	1000.00:	.00	.	.	.	.	.	.
19350	PAW PAW VOL. FIRE CO.		6/23	000/887-7133		.00:	.00	.	.	.	.	.	.
19360	BOB PAYNES ALIGN SERVICE	X	4/07	301/777-7120	200	200.00:	.00	.	.	.	.	.	.
19400	PENN. GLASS AND SAND CORP		9/22	304/258-2500		.00:	.00	.	.	.	.	.	.
19500	PEPSI-COLA BOTTLING CO.		6/29	301/724-1470		.00:	.00	.	.	.	.	.	.
19600	PETERSBURG BLOCKS	B	6/08	304/257-4848		-12.65:	12.65	.	12.65	.	.	.	.
19650	PETERSBURG VOL. FIRE DEPT		6/16	304/257-1122		.00:	.00	.	.	.	.	.	.
19700	PETERS FUEL		6/20	000/334-2509		8.59:	-8.59	.	-8.59	.	.	.	.
19750	PETROLEUM EQUIP. SERVICE		6/13	301/759-3778		.00:	.00	.	.	.	.	.	.
19950	PINE MT. COAL CO.		5/09	000/463-6518		-74.07:	74.07	.	74.07	.	.	.	.
19960	PIT STOP MAINTENANCE CENT		6/24	301/895-5755	9000	6916.65:	2083.35	.	287.00	834.88	961.47	.	.
19980	PITT OHIO EXPRESS INC.		6/29	412/232-3015	2500	2484.51:	15.49	.	15.49	.	.	.	.
20000	P P G INDUSTRIES		11/09	301/722-8500		.00:	.00	.	.	.	.	.	.
20030	POLANDS FURNITURE/CARPET		6/13	304/298 4753	1000	966.79:	33.21	.	33.21	.	.	.	.
20110	POTOMAC FARMS DAIRY INC.	B	6/03	301/722-4410	2000	762.01:	1237.99	.	536.17	701.82	.	.	.
20150	POTOMAC EDISON		6/24	301/722-8200	1000	825.82:	174.18	.	100.35	.	73.83	.	.
20160	POTOMAC LUMBER CO.		4/21	304/788-1331	1500	1500.00:	.00	.	.	.	.	.	.
20200	POTOMAC METALS	B	6/15	301/724-3035		-7.25:	7.25	.	7.25	.	.	.	.
20300	POTOMAC VALLEY TRANSIT AU	B	6/09	304/257-1414	1000	955.71:	44.29	.	44.29	.	.	.	.
20400	POWLEN EQUIPMENT CO.		6/29	301/729-2121		.00:	.00	.	.	.	.	.	.
20420	POWER BRAKE CO.INC.		1/02	304/842-6971	2000	2000.00:	.00	.	.	.	.	.	.
20450	PRECISE METAL AND PLASTIC		6/27	301/759-2500		.00:	.00	.	.	.	.	.	.
20500	PRICE BEER DISTRIBUTORS	B	6/20	301/689-9319		-265.67:	265.67	.	265.67	.	.	.	.
20550	PUFFENBERGER BROS			304/492-5386	1500	1500.00:	.00	.	.	.	.	.	.
20600	PYRAMID EQUIPMENT	X		000/689-3177		.00:	.00	.	.	.	.	.	.
20620	PYRAMID TIMBER CO.		1/06	301/689-5272	2000	2000.00:	.00	.	.	.	.	.	.
20700	QUEEN CITY ELECTRIC		2/11	301/777-1133		.00:	.00	.	.	.	.	.	.
20750	R AND M TRUCKING			814/634-8196	500	500.00:	.00	.	.	.	.	.	.
20800	R AND R TRUCKING		7/11	000/334-9022		.00:	.00	.	.	.	.	.	.
20806	RAWLINGS VOLUNTEER FIRE D		1/02	301/729-8229	1000	1000.00:	.00	.	.	.	.	.	.
20808	REDS USED CARS		6/03	000/000-0000	1000	1000.00:	.00	.	.	.	.	.	.
20810	RON REED		11/10	814/842-6473	1500	1500.00:	.00	.	.	.	.	.	.
20850	RONNIES MILL INC	B	6/22	814/842-6473	2000	687.14:	1312.86	.	1312.86	.	.	.	.
21000	REN LOI INC.			800/245-1553	2000	2000.00:	.00	.	.	.	.	.	.
21050	RENTAL UNIFORM SERVICE		12/11	301/729-6800		.00:	.00	.	.	.	.	.	.
21090	DONALD B.RICE TIRE CO INC		6/15	301/777-0400	1000	1000.00:	.00	.	.	.	.	.	.
21100	TIM RICE		4/27	301/777-8510		.00:	.00	.	.	.	.	.	.
21200	TOWN OF RIDGELEY		11/28	000/000-0000		.00:	.00	.	.	.	.	.	.
21250	RIDGELEY VOL. FIRE CO.	X1	6/03	000/000-0000	1000	1000.00:	.00	.	.	.	.	.	.
21300	RIGGS ENTERPRISES OF MD.	X1	2/03	301/786-6800	1000	1000.00:	.00	.	.	.	.	.	.
21350	JIM RINGER TRUCKING		8/03	301/387-9478		.00:	.00	.	.	.	.	.	.
21400	RINGER TRUCKING INC.	B	6/24	000/000-0000		-166.51:	166.51	.	166.51	.	.	.	.
21450	RISH EQUIPMENT		3/10	301/689-2211		-68.58:	68.58	.	68.58	.	.	.	.
21520	LARRY E. ROBINETTE		4/30	301/759-2904	500	266.33:	233.67	.	-2.05	15.65	34.80	185.27	.
21530	ROBINSON LOGGING	1	6/20	301/395-5551	500	426.28:	73.72	.	-487.98	.	561.70	.	.
21550	RODAMER CONCRETE	B	12/08	814/662-4024		.00:	.00	.	.	.	.	.	.
21600	ROADWAY EXPRESS		5/23	301/729-2700		.00:	.00	.	.	.	.	.	.
21655	ROCK-DIRT EQUIPMENT SERVI		6/07	301/724-1426	1000	984.36:	15.64	.	15.64	.	.	.	.
21700	ROCKINGHAM POULTRY	B	6/13	304/538-2364		-487.15:	487.15	.	487.15	.	.	.	.
21850	RUNNEY CONCRETE	B	6/20	304/822-4547		-145.04:	145.04	.	145.04	.	.	.	.
22000	ROW-DOM TRUCKING		2/03	000/000-0000		.00:	.00	.	.	.	.	.	.

AGED RECEIVABLES SCHEDULE FOR AMERICAN TRUCK PARTS 07/01/88 STORE: B PAGE: 9

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
22050	RUBY SURPLUS SALES		6/30	301/689-9238		-284.09:	284.09		284.09				
22100	RYDER TRUCK RENTAL	B	6/22	301/724-7260	10000	6556.93:	3443.07		3443.07				
22250	LARRY SANNER TRUCKING		5/18	000/000-0000		.00:	.00						
22275	JOHN SAVILLE		11/20	301/478-2958	1000	1000.00:	.00						
22400	SCHMIDTS BAKERY		4/12	301/777-0100		.00:	.00						
22500	SCHROCK INC.		6/14	814/267-3566		-148.25:	148.25		148.25				
22510	SCHWAB CO INC		5/09	301/729-4488	1000	1000.00:	.00						
22550	SEBOLD TRUCKING	B	6/30	000/000-0000	5000	4802.78:	197.22		197.22				
22600	JIM SELF		5/30	304/289-3420	1000	1000.00:	.00						
22650	SELL AND CO.		6/23	301/722-2366		-573.57:	573.57		573.57				
22750	SERVICES UNLIMITED INC.		5/26	301/722-7776	2000	2000.00:	.00						
22800	EDGAR SHAFFER		12/22	000/000-0000		-136.56:	136.56		136.56				
22820	SHAFFER BROTHERS LUMBER	X	8/26	000/000-0000		.00:	.00						
22850	SHAFFER FORD INC.		6/14	301/777-8826		.00:	.00						
22900	SHAFFER FORD SALES		6/13	301/359-0111		.00:	.00						
23000	SHAFT VOL. FIRE CO.		3/14	301/689-9003		-42.67:	42.67		42.67				
23050	SHAMROCK DISTRIBUTION INC	1	4/26	703/665-0937	500	500.00:	.00						
23150	SHERMANS PARTS CO.	B	6/03	304/538-6471		.00:	.00						
23200	GALEN SHINGLETON		6/08	304/496-7055	1000	973.16:	26.84		26.84				
23250	GLEN MOE SHIPWAY		5/13	301/724-2229	1000	1000.00:	.00						
23350	WILLIAM SHIPWAY		6/13	301/724-7252		.00:	.00						
23400	SHIPWAYS 4-KS SERVICE CEN		1/29	301/478-2727		.00:	.00						
23455	SHORTYS TIRES	X1	2/16	304/749-7636	1000	1000.00:	.00						
23475	GLEN G. SHUMAKER	X1	9/23	304/788-3587	1000	1000.00:	.00						
23650	SISLER LUMBER		2/05	301/334-2778		.00:	.00						
23770	SKIDMORE AUTO WRECKERS		10/10	301/689-8156		.00:	.00						
23800	HARVEY SKIDMORE JR.	P	10/16	301/689-3159	250	250.00:	.00						
23940	FRED SLIDER	P	2/24	000/759-2693	100	-613.61:	713.61					713.61	
23980	SMITH EXCAVATING		3/15	304/258-3726	1000	928.48:	71.52		1.06	70.46			
23990	SMITH FORD SALES		12/28	301/736-4555	2000	2000.00:	.00						
24000	SMITHS GARDEN CENTER		5/21	301/724-1458	1000	1000.00:	.00						
24200	SOUTHAMPTON TOWNSHIP		5/09	000/000-0000	1000	971.28:	28.72		28.72				
24225	SOUTHERN STATES OAKLAND C			301/334-3121	1000	1000.00:	.00						
24250	SOUTHERN STATES		1/07	301/722-5940		.00:	.00						
24275	D.J. SPENCER SALES INC	P	9/03	304/289-3514	1000	1000.00:	.00						
24300	JR SPENCER TRUCKING CO. I	X1	9/21	301/786-4682		.00:	.00						
24350	SPOERLS GARAGE		5/27	301/722-8300		.00:	.00						
24400	SPONAGLE AUTO PARTS		4/07	301/724-2310	1000	1000.00:	.00						
24500	STAHLMANS SERVICE CENTER	X	7/15	301/767-9608		.00:	.00						
24620	ST. JOHN NEUMANN SCHOOL		4/21	000/724-4055	1000	1000.00:	.00						
24640	JIM STECKMAN	X	8/16	301/724-4740		.00:	.00						
24650	CLAUDE T. STEELE	X1	6/23	301/463-6353		-44.49:	44.49		44.49				
24700	STEGMAIER ORCHARDS		10/06	301/722-5266		.00:	.00						
24745	D.W. STEWART INC.		7/27	301/729-1175	1000	1000.00:	.00						
24750	ROBERT STEWART	P	5/29	301/264-3419		.00:	.00						
24950	STROEHMANN BROTHERS BAKER		5/28	301/724-5600	1000	987.50:	12.50		12.50				
25100	TAYLOR TRUCKING		5/09	301/478-2507	1000	913.03:	86.97		86.97				
25120	TAYLOR DELIVERY SERVICE		6/14	301/724-2295	1000	490.53:	509.47		509.47				
25150	T.C.I. OF MARYLAND		6/22	301/722-6540		-18.43:	18.43		18.43				
25200	TCR EQUIPMENT	X1	1/04	000/689-3177		.00:	.00						
25230	TEXAS EASTERN GAS PIPELIN			215/696-4300	2000	2000.00:	.00						
25250	T.G. AND C COAL CO.		5/11	304/788-2122	1000	1000.00:	.00						
25252	TIM THOMPSON		5/18	814/767-9409	500	238.04:	261.96		3.87	253.84	4.25		

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL.	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
25255	THREE SONS TRUCKING		3/07	304/372-3222	2000	2000.00:	.00						
25260	TRUCK-N-TIRE SERV.INC		5/09	301/777-3276	2000	1139.24:	860.76		502.03	358.73			
25300	TMC TRUCKING CO INC.	2	4/16	301/729-3438		.00:	.00						
25350	THOMAS FIRESTONE		4/27	301/334-4547	2000	2000.00:	.00						
25400	DAVID THOMPSON	P	9/08	301/729-8978		.00:	.00						
25500	TIDEWATER CONSTRUCTION CO.		6/20	301/359-3011	1000	1000.00:	.00						
25640	TIMES-NEWS		7/15	301/722-4600		.00:	.00						
25645	TOMAR INC.	1	6/29	800/932-3207	5000	4800.03:	199.97		199.97				
25650	TOWER RESOURCES		11/03	301/689-3112		.00:	.00						
25720	BRUCE W. TRENT TRUCKING		9/10	814/445-7013		.00:	.00						
25730	TRESSLER AUTO ELECTRIC		9/08	301/334-9341	1000	1000.00:	.00						
25740	TRI COUNTY CONCRETE		6/15	304/538-7732	1000	813.32:	186.68		186.68				
25750	TRIPLE A TRUCKING CO.		6/30	301/478-2768	1000	231.38:	768.62		106.26	117.65	544.71		
25800	TRISTATE ELECTRIC CO.			301/777-0060	1000	933.02:	66.98		66.98				
25850	TRI COUNTY PETROLEUM INC.			814/928-4266	1000	1000.00:	.00						
25945	DAVID J. TROUTMAN		6/10	814/324-4364	500	-80.82:	580.82		580.82				
25975	TRUMBULL CORP.			301/777-1017	2500	2484.17:	15.83		15.83				
26000	UNITED PARCEL SERVICE		2/29	304/776-5160		.00:	.00						
26100	UPPER POTOMAC RIVER COMM.		6/27	000/359-3834		-115.35:	115.35		115.35				
26110	U.S. ARMY CORPS OF ENGINE		5/12	304/355-2346	500	405.04:	94.96		94.96				
26125	USP AND FO FOR MARYLAND		6/24	000/759-2610	1000	827.36:	172.64			172.64			
26200	VALLEY BEVERAGE	P	3/29	301/724-3685		.00:	.00						
26250	VALLEY LUMBER CO		6/21	301/722-7760	2000	1976.90:	23.10		23.10				
26300	VMS PARTS INC.	B	6/22	304/257-4850	2000	1224.66:	775.34		775.34				
26350	VALLEY TRUCKING	B	6/13	301/724-5383		-2870.69:	2870.69		2870.69				
26420	MARVIN VAN METER			301/395-5345	1000	1000.00:	.00						
26450	VEPCO		12/03	304/759-5272		-278.15:	278.15		278.15				
26500	WAGNER TRUCKING	B	8/31	301/387-5544		.00:	.00						
26530	WALKER PAVING INC.		6/15	000/759-9145	500	500.00:	.00						
26540	WALKER SERVICES		6/07	814/443-4472	2000	1744.83:	255.17		255.17				
26620	MARK A. WATSON		3/31	717/264-3715	1000	1000.00:	.00						
26650	WAYNES CHEVRON		3/09	301/777-1525		.00:	.00						
26750	LARRY WEAVER	P	5/06	000/000-0000		.00:	.00						
26850	CARL WELTON TRUCKING		12/04	304/538-6106		.00:	.00						
26875	WESTERN MARYLAND CORVETTE			301/777-0089	1000	1000.00:	.00						
26900	WESTERN MD DIST.CO INC		6/30	000/722-8050	2500	2319.06:	180.94		180.94				
26950	WESTERN MD. CORVETTE			301/724-8792	1000	1000.00:	.00						
27000	TOWN OF WESTERNPORT		6/13	000/359-3932	1000	1000.00:	.00						
27100	WEST SALISBURY GARAGE	X2B	1/30	814/662-2620		-464.26:	464.26		6.87	6.76	6.66	443.97	
27150	WESTVACO CORPORATION		4/18	301/359-3311		-63.84:	63.84				63.84		
27200	WESTVACO RESOURCES INC.		4/19	301/359-9885		.00:	.00						
27250	WEST VIRGINIA DEPT. OF HI		3/14	304/289-3521		.00:	.00						
27310	WHEELERS WELDING		6/30	301/722-5896	2000	2000.00:	.00						
27330	WHITEFORD NATIONALEASE IN		12/08	219/234-1900	2000	2000.00:	.00						
27340	WHITEFORD TRUCK LINES		6/20	800/458-0184	5000	2855.60:	2144.40		1066.95	663.67	413.78		
27435	JOHN WHORTON			301/478-2773	1000	1000.00:	.00						
27440	CHARLES WHORTON		6/27	301/478-2241	500	390.30:	109.70		109.70				
27445	WILEY FORD V.F.D.		6/10	304/738-2120		-31.45:	31.45		31.45				
27500	ED WILHELM	P	4/11	301/264-3393		.00:	.00						
27550	TIM WILHELM		6/09	301/463-5840	1000	333.22:	666.78		666.78				
27600	WILLISON OIL		6/06	301/724-6575		-181.03:	181.03		181.03				
27800	WILLIAM WILSON		6/07	000/724-2141		-151.28:	151.28		151.28				
27850	K.J.WILLIAMS CONCRETE		6/27	000/729-0303	1000	942.57:	57.43		37.34		19.99		

AGED RECEIVABLES SCHEDULE FOR AMERICAN TRUCK PARTS 07/01/88 STORE: B PAGE: 11

CUST NO.	CUSTOMER NAME	CODE	LAST PAID	TELEPHONE	CREDIT LIMIT	CURRENT CR.AVAIL	PTD TOT BAL	THIS PERIOD	ACCOUNTS RECEIVABLE 0-30	31-60	61-90	OVER 90	DATED
27900	WILSON REPAIR SERVICES IN	B	6/10	304/229-5501		-556.67:	556.67	.	556.67	.	.	.	.
28000	WILSON SUPPLY CO. INC.		5/20	301/729-2515	1000	1000.00:	.00	.	.	.	.	.	.
28050	WINEBRENNER TRANSFER		6/10	301/797-7353		.00:	.00	.	.	.	.	.	.
28060	WIN-MORE MINING		10/08	000/689-9144	1000	959.66:	40.34	.	40.34	.	.	.	.
28100	WINNER BROTHERS COAL		4/25	301/689-8801	1000	325.40:	674.60	.	665.44	177.24	-168.08	.	.
28120	JERRY WINNER TRUCKING	1	6/23	301/895-5263	2500	2494.54:	5.46	.	.09	5.37	.	.	.
28150	HARRY WINNER	B	1/15	301/689-5879		.00:	.00	.	.	.	.	.	.
28160	LEONARD WINNER		3/08	301/689-6882		10.06:	-10.06	.	.	30.38	.	-40.44	.
28180	ANDREW WITT AND SONS		4/25	301/759-9339	500	495.54:	4.46	.	.07	4.39	.	.	.
28200	WOCAP ENERGY RESOURCES IN	B	3/03	301/729-1800	5000	-5722.06:	10722.06	.	.	-50.00	491.86	10280.20	.
28250	WOOD PRODUCTS INC.		12/11	301/334-9451		.00:	.00	.	.	.	.	.	.
28260	ANTHONY YODER		3/23	419/224-2273	2000	2000.00:	.00	.	.	.	.	.	.
28280	JOSEPH YODER		3/23	301/895-5171	1000	1000.00:	.00	.	.	.	.	.	.
28300	PAUL YODER TRUCKING		6/29	814/634-8072		.00:	.00	.	.	.	.	.	.
28400	W.N. YODER AND SONS		6/16	301/729-0610		-799.78:	799.78	.	799.78	.	.	.	.
28450	YODERS INC.		6/20	301/895-5121	1000	409.41:	590.59	.	590.59	.	.	.	.
28550	LEWIS YONKER		2/03	301/729-3476		.00:	.00	.	.	.	.	.	.
28610	CHRIS ZEMBOWER TRUCKING I	1	6/23	301/777-1798	500	243.04:	256.96	.	34.56	137.05	85.35	.	.
28630	ZIMMERLA MACHINE WORKS		6/15	301/724-0123	1000	1000.00:	.00	.	.	.	.	.	.
28650	Z AND M MOTORS	B	6/15	000/777-1240		-1566.43:	1566.43	.	1566.43	.	.	.	.
RECORD COUNT: 550				STORE TOTALS:			124382.60	.00	.	.	.	.	.00

	TOTAL	0-30	31-60	61-90	OVER 90
ACCOUNTS RECEIVABLE	124382.60	77550.08	17724.00	9827.37	19281.15
PERIOD'S %	100.0%	62.3%	14.2%	7.9%	15.5%
CUMULATIVE %		100.0%	37.6%	23.4%	15.5%

END OF REPORT

Total From Above 124,382.60

Not purchased by Wareheim Air Brakes, Inc.

1050	A+P Shop	(3135.78)
7400	Delta Mining	(1211.54)
23940	Fred Stiles	(113.61)
27100	West Salisbury Garage	(464.26)

119,857.41

NON-PURCHASED RECEIVABLES

ACCOUNT NOS.	NAME	TOTAL OUTSTANDING
1050	ATP Shop	$3,135.78
7400	Delta Mining	211.54
23940	Fred Slider	713.61
27100	West Salisbury Garage	464.26
TOTAL		$4,525.19

LIBER 033 FOLIO 601

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 12 P BUSINESS CODE _____ COUNTY 21

_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

~~Forging~~ (Transferor) American Truck Parts, Inc. D0357863

~~Surviving~~ (Transferee) Wurtheim Air Brakes, Inc (VA) F2190213

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	6	Other 1 Certificate 9137
___	_____	Other _____
TOTAL FEES	26	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

William Redd
P.O Box 657
Cumberland, Md
21502

NOTE: Wire was also received

_____ ✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JP

OCT 19 1988

at 3:20 o'clock P. M. and recorded by Record Liber No. 333 Folio 501 and of the Land Records of Allegany County, Maryland, and compared by

ARTICLES OF TRANSFER
OF
AMERICAN TRUCK PARTS, INC.
(A MD CORP.) TRANSFEROR
AND
WAREHEIM AIR BRAKES, INC.
(A VA CORP.) TRANSFEREE

LIBER 0333 PAGE 602

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1988 AT 10:25 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

F2190213

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIAM RUDD
P. O. BOX 657
CUMBERLAND MD 21502

011C3021291

A 265236

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

LIBER 033 FOLIO 603

ARTICLES OF INCORPORATION

OF

Compared and Mail Delivered
To Liberty St. City
Nov. 1 19 88

COMMERCIAL VIDEO SERVICES, INC.

A Close Corporation

THIS IS TO CERTIFY:

FIRST: That the subscriber, H. Jack Price, Jr., whose post office address is 100 South Liberty Sreet, Cumberland, Maryland, 21502, being of full legal age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

COMMERCIAL VIDEO SERVICES, INC.

1988 JUL 21 A 9:24

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in the business of servicing, repairing and installation of video cassette recorders, cam recorders, radios, TV sets, care stereos, microwaves and other electronic equipment and all other activities connected with the operation of such business.

(b) To manufacture, purchase or otherwise acquire, hold mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber of dispose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
7-05-88 at 3:54 PM

$20.00 232

3045 0205

WILSON AND WILKINSON, P.A.
CUMBERLAND, MD.

1988 JUL -5 A 8:54

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock or, or voting trust certificate of any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association organized under the laws of the

State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse, or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, district, colonies, and dependencies in the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

(a) The Directors of the corporation, and as of the effective date of the election of the corporation to have no Board of Directors, the stockholders are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the

By-Laws of the corporation and the laws of the State of Maryland.

(b) No contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation, and as of the effective date of the elections of the corporation to have no Board of Directors, the stockholders are pecuniarily or otherwise interested in, or are Directors, and as of the effective date of the election of the Corporation to have no Board of Directors, the stockholders or officers of, such corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or amy be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Directors, and as of the effective date of the election of the corporation to have no Board of Directors, the stockholders, or a majority thereof; and any Director of this corporation, or stockholder, who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this corporation, and as of the effective date of the election of the corporation to have no Board of Directors, the stockholders, who shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Directors, and as of the effective date of the election of the corporation to have no Board of Directors, the stockholders shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part,

of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends are paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of the, or any such surplus, or net profits. The Directors, and as of the effective date of the election of the corporation to have no Board of Directors, the stockholders may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors or stockholders shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassifaction or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holder of stock of the corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the corporation, nor any right of subscription to any thereof other than such, if any, as the Directors, and as of the effective date of the election of the corporation to have no Board of Directors, the stockholders, in their discretion may determine, and at such price as the Directors, and as of the effective date of the election of the corporation to have no Board of Directors, the stockholders, in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may,

as said Directors, and as of the effective date of the election of the corporation to have no Board of Directors, the stockholders, shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors, and as of the effective date of the election of the corporation to have no Board of Direcrtors, the stockholders shall have power, subject to any limitations or restriction herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the corporation in this State will be located is 101 Winston Street, Cumberland, Maryland 21502. The resident agent of the corporation is H. Jack Price, Jr. whose post office address is 100 South Liberty Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The corporation shall have three (3) Directors who shall be Gregory Honeycutt, George M. Wyckoff, Jr. and Alice W. Honeycutt provided, however, that from and after the Organizational Meeting of the Directors and the issuance of

stock at such meeting, that the corporation shall elect to have no Board of Directors and that all provisions and duties shall devolve upon the stockholders in accordance with the provisions of the Corporations and Associations Volume of the Annotated Code of Maryland.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand shares without par value.

EIGHTH: The Corporation elects to be treated as a Close Corporation, and its duration shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of June, 1988.

WITNESS:

_____ _____(SEAL)
H. Jack Price, Jr.

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 27th day of June, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared H. Jack Price, Jr., and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

_____
Notary Public

Debra A. Miller NOTARY PUBLIC Allegany Co., M.D.

My Commission Expires: July 1, 1988

3045 0212

LIBER 033 PAGE 611

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 / BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ✓Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
H. Jack Price, JR.
61 Greene St
Cumberland, Md 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T

3045 0213

FILED FOR RECORD
OCT 19 1988 12
at 3:30 o'clock N
and same day Recorded
Liber No. 333 Folio 203
xxx of the Land Records of Allegany
County, Maryland, and com-
puted by

ARTICLES OF INCORPORATION
OF
COMMERCIAL VIDEO SERVICES, INC.

LIBER 033 FOLIO 612

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 5, 1985 AT 8:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

02604080

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. JACK PRICE, JR.
91 GREENE STREET
CUMBERLAND MD 21502

C18C3022236

A 268348

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3045 0204

AT5-060

LIBER 033 FOLIO 613 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

AGREEMENT OF MERGER

AND

ARTICLES OF MERGER

APPROVED FOR RECORD 2/15/88 at 9:23 a.m.,
Effective Date: 8/1/88

THIS AGREEMENT OF MERGER, which shall also serve as the Articles of Merger with respect to the transaction contemplated herein, is made as of July 11, 1988, by and between Pritt Acquisition Corporation (hereinafter referred to from time to time as "Parent"), an Ohio corporation, and Custom Carpets of Cumberland, Inc. (hereinafter referred to as "Subsidiary"), a Maryland corporation.

R E C I T A L S:

Subsidiary desires to merge its corporate structure into Parent on the terms, covenants and conditions hereinafter set forth. Parent owns all of the issued and outstanding stock of Subsidiary. The conditions set forth in §1701.78(D) of the Ohio Revised Code do not exist, and it is in the best interest of the constituent corporations to merge so that the records and management of the constituent corporations can be more efficiently handled.

NOW, THEREFORE, for the reasons set forth above and in consideration of the mutual promises hereinafter set forth, the parties hereto agree as follows:

1. Merger Into Parent Corporation. Each party to this Agreement agrees to merge. This merger shall be effected pursuant to and in compliance with §1701.80 of the Ohio Revised Code and Parent's charter. Furthermore, the Subsidiary, as a Maryland

1988 JUL 15 A 9:23

3044 0231

Compared and Mail Delivered
TO: [illegible] Hagerstown, MD 21740
NOV. 2 1988

corporation, hereby acts in compliance with §3-106 of the Annotated Code of Maryland with respect to its merger into the Parent, an Ohio corporation.

2. States of Existence. Parent is a corporation organized and existing under the laws of the State of Ohio. Subsidiary is a corporation organized and existing under the laws of the State of Maryland.

3. Parent Corporation. Parent was incorporated on June 20, 1988, under the provisions of general law, Ohio General Corporation Law, §1701.01 to §1701.98 of the Ohio Revised Code. Parent was qualified to do business in the State of Maryland on July 6, 1988.

4. Principal Offices. Subsidiary's principal office is located in Allegany County, Maryland. Parent's principal office is located at 713 Sixth Street, Portsmouth, Scioto County, Ohio.

5. No Maryland Real Estate. None of the parties to the merger own an interest in real property in Maryland.

6. Resident Agent. The name and address of Parent's resident agent in Maryland is: Goff M. Turner, Route 6, Vermont Avenue, Cresaptown, Maryland 21052.

7. Effective Date; Surviving Corporation. Effective as of August 1, 1988 (the "Merger Date"), Subsidiary shall be merged into Parent and Parent shall be the continuing and surviving corporation at and after the Merger Date. As used herein, the term "surviving corporation" refers to Parent at and after the Merger Date. The surviving corporation shall remain an Ohio corporation.

8. Name. The name of the surviving corporation shall be Pritt Acquisition Corporation.

9. Stock of Subsidiary. Subsidiary has authority to issue one hundred (100) shares of stock, which is not divided into classes. The par value of the Subsidiary's stock is Ten Dollars ($10.00) per share. The aggregate par value of all of Subsidiary's stock is One Thousand Dollars ($1,000.00). Parent is the owner of seventy-nine (79) shares of common stock of Subsidiary, which is one hundred (100%) percent of the issued and outstanding shares of Subsidiary.

10. Stock of Parent. Parent has authority to issue ten thousand five hundred (10,500) shares of stock. The stock of Parent is divided into two (2) classes: Class A voting common stock and Class B nonvoting common stock. Five Hundred (500) shares of Class A stock are authorized and ten thousand (10,000) shares of Class B. The shares of both classes of stock are without par value. There are sixty-seven (67) shares of Class A stock of Parent outstanding. There are no shares of Class B stock of Parent outstanding.

11. Approval by Boards of Directors. Pursuant to §1701.80(c)(1) of the Ohio Revised Code, the terms and conditions of the merger set forth in this Agreement have been approved without a meeting by the unanimous written consent of the Board of Directors of Parent dated July 8, 1988, which also authorized the execution of this Agreement of Merger and Articles of Merger. Pursuant to §3-106(c)(1) of the Annotated Code of Maryland, the

Board of Directors of Subsidiary, at a special meeting of such Board held July 8, 1988, has adopted resolutions which approved the terms and conditions of the merger set forth in this Agreement on substantially the terms referred to in said resolutions and authorized the execution of this Agreement of Merger and Articles of Merger. The aforesaid approvals were given by the vote required by the charter and laws of the state of organization of each Parent and Subsidiary.

12. Shareholder Approval Not Required. Pursuant to §1701.80(c)(1) of the Ohio Revised Code, the Shareholder of Parent was not required to vote on the plan of merger, and pursuant to §3-106 of the Annotated Code of Maryland, the Shareholder of Subsidiary was not required to vote on the plan of merger. The charters of the respective corporations that are parties hereto do not require a vote by their shareholders on the terms and conditions of the merger set forth in this Agreement of Merger and Articles of Merger or with respect to any matter related thereto.

13. Terms and Plan of Merger. As of the Merger Date, all shares of Subsidiary shall be deemed extinguished and the certificates shall be returned to Parent for cancellation. On and after the Merger Date, the separate existence of each Parent and Subsidiary shall cease and the period of existence of each as a corporation shall come to an end forever. The surviving corporation shall thereupon and thereafter possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises

and authority of Parent and Subsidiary. All obligations belonging to or due to Parent and Subsidiary shall be vested in the surviving corporation without further act or deed. Title to any real estate or any interest therein vested in Parent and Subsidiary shall not revert or any way be impaired by reason of the merger. All rights of creditors of Parent and Subsidiary shall be preserved unimpaired on such property as was subject to such liens immediately prior to the Merger Date. Notwithstanding the foregoing, whenever a conveyance, assignment, transfer, deed or other instrument or act is necessary to vest property or rights in the surviving corporation, the officers of Parent or Subsidiary, as the case may be, shall execute, acknowledge and deliver such instruments and do such acts as are necessary or required, and for such purposes, the existence of Parent or Subsidiary, as the case may be, and the authority of its officers and directors, are continued.

14. Valuation. The assets and liabilities of Parent and Subsidiary shall be reported on the books of the surviving corporation in the amounts at which they are stated on the books of the constituent corporations as of the Merger Date.

15. Counterparts. This Agreement of Merger and Articles of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all such counterparts together shall constitute one (1) and the same instrument.

16. Articles of Parent. There shall be no change in the Articles of Incorporation, the Code of Regulations or the

Appointment of Agent for service of the Parent, all of which shall continue in effect for the surviving corporation.

IN WITNESS WHEREOF, this Agreement of Merger and Articles of Merger have been executed on behalf of Parent and Subsidiary by their duly authorized officers as of the date first above written.

PRITT ACQUISITION CORPORATION

By _____
Burl E. Pritt
Its President
PARENT

ATTEST:

_____
Thomas A. Pritt, Secretary

CUSTOM CARPETS OF CUMBERLAND, INC.

By _____
Burl E. Pritt
Its President
SUBSIDIARY

ATTEST:

_____
Thomas A. Pritt, Secretary

3044 0236

VERIFICATION

STATE OF OHIO, COUNTY OF SCIOTO, SS:

Burl E. Pritt, being duly sworn, says that he is the President of Pritt Acquisition Corporation, an Ohio corporation; that he has, as an officer of said corporation, executed the foregoing Agreement of Merger and Articles of Merger; and that the statements made therein, including the matters and facts set forth with respect to authorization and approval, are true as he verily believes.

Burl E. Pritt

Sworn to before me and subscribed in my presence this 11th day of July, 1988.

(SEAL)

Notary Public

My Commission Expires:
Lifetime Commission

VERIFICATION

STATE OF OHIO, COUNTY OF SCIOTO, SS:

Burl E. Pritt, being duly sworn, says that he is the President of Custom Carpets of Cumberland, Inc., a Maryland corporation; that he has, as an officer of said corporation, executed the foregoing Agreement of Merger and Articles of Merger; and that the statements made therein, including the matters and facts set forth with respect to authorization and approval, are true as he verily believes.

Burl E. Pritt

Sworn to before me and subscribed in my presence this 11th day of July, 1988.

(SEAL)

Notary Public

My Commission Expires:
Lifetime Commission

This Instrument Prepared By:

McCURDY, JOHNSON, RUGGIERO,
McKENZIE & BENDER
By: Deborah A. Waterman
400 Bank One Plaza
Post Office Box 1505
Portsmouth, Ohio 45662

3044 0237

LIBER 0333 FOLIO 620

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (~~Transferor~~) Custom Carpets of Cumberland, Inc.

Surviving (~~Transferee~~) Pritt Acquisition Corporation

D0328260

F2593713

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	20	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.
32	6	Other Cert. of Merger #1163
___	_____	Other _____
TOTAL FEES	_____	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____

Jay Crosby, Johnson et al
POB 950
Portsmouth, Oh 45662

NOTE:

Effective Date:
8/1/88

26 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: A

3044 0238

OCT 19 1988 RECD
at 3:30 o'clock PM
and same recorded
Liber No. 333 Folio 613
one of the Land Records of Allegany
County, Maryland, and com
pared by

ARTICLES OF MERGER
OF
CUSTOM CARPETS OF CUMBERLAND, INC
(A MD CORP.)
INTO
PRITT ACQUISITION CORPORATION
(A OH CORP.) SURVIVOR

LIBER 0333 PAGE 621

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 15, 1988 AT 9:23 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

Effective Date: August 1, 1988

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

F2593713

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MCCURDY, JOHNSON ETAL
P.O. BOX 950
PORTSMOUTH OH 45662

0170D022063

A 265976

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3044 0230

Compared and ~~Mail~~ Delivered
TO Mike Hayes
NOV 2 1988

LIBER 033 FOLIO 622

ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

H.A.C., INC.

ARTICLES FILED

THIS IS TO CERTIFY: 7-13-88 at 9:44a

FIRST: We the undersigned, William R. Atkinson and Herbert Crawford, whose Post Office address is 85 East Main Street, Frostburg, Maryland, 21532, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is H.A.C., Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

The purpose is for selling beer, wine and liquors and related or associated products.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

FILED JUL 13 A 9:44

81956237

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 85 East Main Street, Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State is William R. Atkinson, 85 East Main Street, Frostburg, Maryland, 21532.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less three (3); and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are William R. Atkinson and Herbert Crawford.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

LIBER 033 FOLIO 624

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 5th day of July, 1988.

WITNESS:

William R. Atkinson
WILLIAM R. ATKINSON

Herbert W. Crawford
HERBERT CRAWFORD

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, that on this 5th day of July, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William R. Atkinson and Herbert Crawford, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts.

WITNESS my hand and Notarial Seal.

NOTARY PUBLIC

My Commission Expires: 7/1/90.

LIBER 033 FAGL 625

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	10	1 Certified Copy 3p
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	50	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

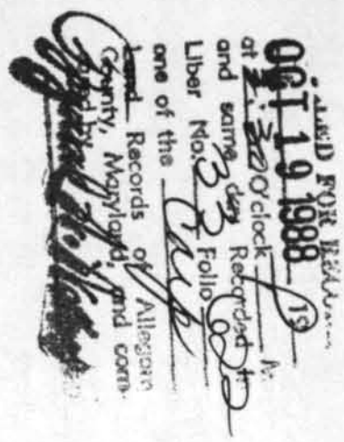
MAIL TO ADDRESS:
Michael Shaw
37 Greene St
Cumberland, Md
21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JP



ARTICLES OF INCORPORATION
OF
H.A.C., INC.

LIBER 033 FOLIO 626

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 13, 1988 AT 9:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2597490

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
MICHAEL SHAY
37 GREENE ST.
CUMBERLAND MD 21502

011C3021259

A 265209

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 033 FOLIO 627

Compared and Mail Delivered
TO: G. Gary Hanna
STATE DEPT. ASSESSMENTS & TAXATION
NOV 2 1988

ARTICLES OF INCORPORATION

APPROVED FOR RECORD
6/24/88 at 8:20 A.m.

FIRST: I, G. Gary Hanna, whose post office address if 71 Prospect Square, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is HI-TECH TONING AND TANNING, INC.

THIRD: The purposes for which the Corporation is formed are:

1. To engage in tanning and toning services by providing a tanning and toning salon for customers and patrons; to engage in retail sales of toning and tanning products; to engage in disbursement of advice for tanning and toning purposes; to engage in training and advising patrons; and to engage in any other lawful purpose and/or business.

2. To do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Frostburg Plaza, Frostburg, Maryland 21532. The name and post office address of the Resident Agent of the Corporation in this State is G. Gary Hanna, 71 Prospect Square, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Two Thousand (2,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be Three (3), which numbers may be increased or decreased

1988 JUL -5 A 10:27

Page 1 of 2

1988 JUN 24 P 8:20

[redacted]

81878447

pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1. If there is no stock outstanding, the number of directors may be less than three but not less than one; and

2. If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gary Marsh, Devon Shafer and Dwayne Shafer.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualification of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: 1. As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

2. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been

determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23 day of June, 1988, and acknowledge the same to be my act.

WITNESS:

_____ _____

STATE OF MARYLAND 033 : 631

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02.4 BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
711	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	40 00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: D. Gary

[redacted] Hannay, Esq.

MAIL TO ADDRESS: 71 Prospect Square Cumberland, MD 21502

NOTE:

✓ _____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: MM

033 631

FILED FOR RECORD
OCT 19 1988
at 3:30 o'clock PM
and same day Recorded in
Liber No. 333 Folio 632
one of the Land Records of Allegany
County, Maryland and carefully
compared by

ARTICLES OF INCORPORATION
OF
HI-TECH TONING AND TANNING, INC.

LIBER 0333 PAGE 632

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 24, 1988 AT 3:20 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2591251

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: G. GARY HANNA, ESQ.
71 PROSPECT SQUARE
CUMBERLAND MD 21502

1403020293

A 267635

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 333 2341

1230 633

Compared and Mail Delivered
TO. Bob Kazary Esq 127 Greene St, Cbld.
Nov 2 1988

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1988.

*** ***** ***

ARTICLES OF INCORPORATION

OF

LCR, INC.

*** ***** ***

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
7/15/88 at 847 A.M.

1988 JUL 27 A 8:31

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, DALE WALKER, being at least eighteen (18) years of age, hereby form a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

LCR, INC.

THIRD: The purpose for which the said Corporation is formed are as

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

1988 JUL -5 A 8:47

3045 2633

[redacted]

[illegible]060

follows:

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 524 Mill Street, LaVale, Maryland 21502. The Resident Agent of the Corporation is Dale Walker, whose post office address is Post Office Box 332, Main Street, Midlothian, Maryland 21543. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of which is common stock without par value.

SIXTH: The Corporation shall have three (3) directors, namely, Dale Walker, John W. Walker and Wayne Ritchie, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

D. The Board of Directors shall have power to declare and

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TTORNEY AT LAW
127 GREENE ST.
UMBERLAND, MD
21502

authorize the payment of stock dividends, whether or not payable in stock on one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

G. The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

Article. Such determination shall be made, (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 31 day of June, 1988.

WITNESS:

_____ _____(SEAL)
DALE WALKER

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 31st day of June, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared DALE WALKER and acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal the day and year last above written.

_____
NOTARY PUBLIC

My Commission Expires: July 1, 1990

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

0333 644

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 026 BUSINESS CODE 03 COUNTY 17

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	10	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
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83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: Robert O. Kayany, Esq.

MAIL TO ADDRESS: One Plum Court
127 Greene St.
Cumberland, MD 21502

NOTE:

_____/_____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: WK

3045 2644

OCT 19 1988 RECD
at 3:20 o'clock P M
and same day Recorded in
Liber Ma 33 Folio 633
one of the Land Records of Allegany
County, Maryland and com
Certified by [illegible] Clerk

ARTICLES OF INCORPORATION
OF
LCR, INC.

LIBER 033 PAGE 645

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 5, 1988 AT 8:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2605384

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT J. KAZARY, ESQ
ONE PLUM COURT 127 GREENE ST
CUMBERLAND MD 21502

020C3022426

A 268572

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. F0045 2632

Compared and Mail Delivered
TO Nick Montelone 21 Prospect Sq. Cbd
NOV 2 1988

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
LIBER 033 [illegible]
7/22/88 at 11:19 .m.

ARTICLES OF VOLUNTARY DISSOLUTION

OF MUMA, INC.

Muma, Inc., a Maryland corporation, having its principal offices at 21 PROSPECT SQUARE, Cumberland, Maryland 21502 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the corporation is as hereinabove set forth and the post office address of the principal office of the corporation in the State of Maryland is 21 PROSPECT Square, Cumberland Maryland 21502

THIRD: The name and address of a resident agents of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are GREGORY Getty and Nicholas Montelone 21 PROSPECT Square, Cumberland Maryland 21502.

FOURTH: The name and address of each director of the Corporation are as follows:

Martin H. Muma Address: P.O. Box 135
Portal, Arizona 85632

Robert W. Muma Address: General Delivery
Cheyenne, Wyoming 82001

[redacted]

1988 JUL 22 A 11:19

820[illegible]

Harold E. Muma Address: 407 Filbert Rd. Baltimore-Md. 21204

Bonnie J. Muma (Whittum) Address: 844 Hammond Manor-Apt. A Baton Rouge-La. 70814

FIFTH: The name, title of each officer of the Corporation are as follows:

President - Martin H. Muma
Vice President - Harold E. Muma
Secretary - Bonnie J. Muma
Treasurer - Robert W. Muma

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all stockholders of the Corporation, duly approved by the stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

1988 JUL 22 A 11:19

LIBER 033 FOLIO 648

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not bared by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificates by the corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, MUMA, INC. has caused these presents to be signed in its name and on its behalf by all of its directors and shareholders on this 1st day of April, 1988 and acknowledges that these Articles of Voluntary Dissolution are the act and deed of MUMA, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of its knowledge, information and belief.

ATTEST:

X Bonnie Muma Whittum

Secretary

MUMA, INC.

By Martin H. Muma
Director/Stockholder

3044 0510

By _____
Director/Stockholder

By _____
Director/Stockholder

Cynthia Mellerson 3/16/88
Witness

_____
WITNESS

By _____
Director/Stockholder

LIBER 033 PAGE 650

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ CPA
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

MUMA, INC.

have been paid.

WITNESS my hand and official seal this

15TH day of JULY A.D. 1988.

Patricia A. Mebeal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3044 0512

PS-409

LIBER 033 FOLIO 651

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 19 OR BUSINESS CODE 03 COUNTY 51

D1055086 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor)	Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy ___
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		___
		___
73		Certificate of Merger/Transfer
		___
		___
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		___Corp. Good Standing
NA		Foreign Corporation Registration
87		___Limited Part. Good Standing
71		Financial
600		___ Personal Property Reports and ___ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other ___
___		Other ___
TOTAL FEES	$50.00	

Name Change (New Name) ___

___ Change of Name

X Change of Principal Office

X Change of Resident Agent

X Change of Resident Agent Address

___ Resignation of Resident Agent

Code ___

ATTENTION: Nicholas J. Montalbano, Esq.

MAIL TO ADDRESS: Aiday, Coyle & Petty
110 Washington St
Cumberland, MD 21501-0539

NOTE:

___ ✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: [illegible]

3044 0513

OCT 19 1988 RECORDED
at 3:32 O'clock P.M.
and same Recorded
Liber No. 633 Folio 646
one of the Land Records of Allegany
County, Maryland and compared
Clerk

THE ARTICLES OF DISSOLUTION
OF
MUMA, INC.

LIBER 0633 PAGE 652

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 22, 1988 AT 11:19 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D1055036

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE & GETTY
NICHOLAS J. MONTELEONE
110 WASHINGTON STREET
CUMBERLAND MD 21501 0159

0170 RECORDED

A 265990

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3044 0507

ATS-060

LIBER 033 FOLIO 653

Compared and Mail Delivered
TO Nick Nonnenberg
on NOV 2 19 88

NARROWS FOOD CORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
6/30/88 at 8:29 A.M.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 27th day of May, 1988, by and between NARROWS FOOD CORPORATION, a Maryland corporation ("Transferor"), and VALLEY FOX INC., a West Virginia corporation ("Transferee").

THIS IS TO CERTIFY THAT:

FIRST: Transferor does hereby agree to sell, assign and transfer all or substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Valley Fox Inc., P.O. Box 471, Ridgeley, West Virginia, 26753; the principal place of business is also 16 Towson Street, Carpenter's Addition, Ridgeley, West Virginia, 26753.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Narrows Food Corporation, a corporation organized under the laws of the State of Maryland.

81828130

81828131

Transferee is Valley Fox Inc., a corporation organized under the general laws of the State of West Virginia on December 20, 1982. Transferee has submitted an application to be registered to do business in the State of Maryland but is not registered to do business in the State of Maryland or qualified to do business in the State of Maryland. Transferee's principal office in the State of Maryland is 206 Greene Street, Cumberland, Maryland, 21502. The principal office in the place where Transferee organized is located at 16 Towson Street, Carpenter's Addition, Ridgeley, West Virginia, 26753.

FOURTH: The nature and amount of the consideration to be paid to Transferor by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is Sixty Thousand Dollars ($60,000.00).

FIFTH: The principal office of Transferor is Route 40, Narrows, Cumberland, Maryland, 21502. Transferor owns no real property in the State of Maryland.

SIXTH: The name and address of the resident agent of Transferee in the State of Maryland are: David Brotemarkle, 12 Brunswick Court, Bel Air, Cumberland, Maryland, 21502.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members

thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annoated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: The Board of Directors of Transferee by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the purchase and receipt of all or substantially all of the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for

action thereon by the stockholders of Transferee by unanimous written informal action, all in the manner and by the vote required by the Code of West Virginia and the Charter of Transferee.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferee entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferee, all in the manner and by the vote required by the Code of West Virginia and the Charter of Transferee.

NINTH: In consideration of the payment to Transferor of Sixty Thousand Dollars ($60,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, the assets of Transferor, tangible and intangible, utilized in the operation of Narrows Food Corporation, including the fixed assets, goodwill, and business rights.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed, and delivered in the State of Maryland by Transferor, a Maryland corporation, and by Transferee, a West Virginia corporation, and it is accordingly understood that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to

3040 COT.

contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Narrows Food Corporation and Valley Fox, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its presient or vice president and attested by the secretary or an assistant secretary, as of this 27th day of May, 1988.

TRANSFEROR:

ATTEST:

NARROWS FOOD CORPORATION

Frances J. Thomas
Secretary

By Charles M. Thomas (SEAL)
Charles M. Thomas,
President

TRANSFEREE:

ATTEST:

VALLEY FOX INC.

Lana I. Brooks
Secretary

By Charles L. Brooks (SEAL)
Charles L. Brooks,
President

3041 2072

THE UNDERSIGNED, President of Narrows Food Corporation, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certified that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Charles M. Thomas

Charles M. Thomas, President

THE UNDERSIGNED, President of Valley Fox, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certified that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Charles L. Brooks, President

Charles L. Brooks, President

STATE OF MARYLAND 033 PAGE 659

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE ~~13~~ 12 BUSINESS CODE _____ COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

~~Forging~~ (Transferor) Narrows Food Corporation (md) D20364655

~~Surviving~~ (Transferee) Valley Fox Inc. (W.V Corp) F2568152

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	22	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
73	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____
TOTAL FEES	22	

Name Change
(New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____
Hidey Coyle & Getty
110 Washington St
Cumberland, Md
21501

NOTE:

✓ _____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: JVS (PCR)

ARTICLES OF TRANSFER
OF
THE NARROWS FOOD CORPORATION
(A MD CORP.) TRANSFEROR
AND
VALLEY FOX, INC.
(A WV CORP.) TRANSFEREE

LIBER 033 PAGE 660

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 30, 1988 AT 8:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 22.00	$

F2568152

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE & GETTY
110 WASHINGTON STREET
CUMBERLAND MD 21501

007C3020674

A 267967

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO

Compared and Mail Delivered
TO Rice Supply Co. Cresaptown
Nov 2 19 88

LIBER 033 FOLIO 661

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
5-25-88 at 9:04 a.m.

Rice Supply Company, Inc.

Articles of Revival

1. The name of the corporation at the time the charter was forfeited was Rice Supply Company, Inc.

2. The name which the corporation will use after revival is

Rice Supply Company, Inc.

3. The name and address of the resident agent are:

Jarold C. Rice
Route 6 McKenzie Road
Cresaptown, Maryland 21502

4. These Articles of Revival are for the purpose of reviving the charter of the corporation.

5. At or prior to the filing of these Articles of Revival, the corporation has:

a. Paid all fees required by law;
b. Filed all annual reports which should have been filed by the corporation is its charter had not been forfeited;
c. Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

6. The address of the principal office in this state is:

Route 6 McKenzie Road
Cresaptown, Maryland 21502

The undersigned who were respectively the last acting president (or vice-president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

1988 JAN -4 AM 8:34 P 10:37

[redacted]

Jarold C. Rice
Last Acting President

81468124 1988 MAY 25 A 9:04

[redacted]

Dixie M. Rice
Last Acting Secretary

88 MAY 16 AM 11:29

LIBER 033 FOLIO 662

AFFIDAVIT

I, Dixie M. Rice, Secretary of Rice Supply Company, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation of which would have become due if the charter had not been forfeited whether or not barred by limitations.

Dixie M. Rice

I hereby certify that on Dixie M. Rice before me, the subscribed, a notary public of the State of Maryland, in and for Allegany County personally appeared Dixie M. Rice and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of her knowledge, information and belief.

As witness my hand and notarial seal

Dixie M. Kennell
(Signature of notary public)

My Commission expires: Sept. 1, 1987

NOTARY PUBLIC ALLEG. CO. MD.

6 NOV 1981 11:29 AM

STATE OF MARYLAND 033 663

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 51

D0686246 ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	50	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

~~For~~ Jarold C. Rice
Rte. 6 McKenzie Rd
Crescaptown, Md. 21502

NOTE:
All Returns were filed

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

OCT 1 9 1988

at 3:30 o'clock P M
and same day Recorded in
Liber No. 33 Folio 664
one of the Records of Allegany
County, Maryland, and part
of Carroll

THE ARTICLES OF REVIVAL
OF
RICE SUPPLY COMPANY, INC.

LIBER 033 FOL 664

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 25, 1988 AT 9:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0686246

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
JAROLD C. RICE
RTE. 6 MCKENZIE ROAD
CRESAPTOWN MD 21502

010C3021097

A 265050

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 033 PAGE 665

Compared and Mail Delivered
TO P.O. Box 1519 Cbg. Md. 21502
Nov 2 1988

CLOSE CORPORATION

ARTICLES OF INCORPORATION

OF

STATE TAX

SLOPPY JOE'S OF MARYLAND, INC.

THIS IS TO CERTIFY: 7-1188 9:24a

FIRST: That the subscriber, Stephen C. Wilkinson, whose address is 100 South Liberty Street, Cumberland, Maryland 21502, being of full legal age, does under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

SLOPPY JOE'S OF MARYLAND, INC.

THIRD: The purposes for whic;h the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in the wholesale and retail sale of clothing, personal apparel, jewelry and to engage in all aspects of the fashion industry including any aspects relating to sales, consultations, advisory, etc.

(b) To manufacture, purchase or otherwise acquire, hold mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers,

general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchise and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the corporation or otherwise.

(f) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any

foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate purposes.

(j) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be

deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies in the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, condition and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

(a) The Directors of the corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation and the laws of the State of Maryland.

(b) To contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors of such corporation, any contract or transaction of this corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Directors, or a majority thereof; and any Director of this corporation, who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this corporation, who shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part, of its business shall be declared in dividends are paid to the stockholders, subject, however, to the provisions of the charter and to direct and determinen the use and disposition of any such surplus, or net profits. The Directors may in their discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors shall deem expedient.

(d) The corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holder of stock of the corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the corporation, nor any right of subscription to any thereof other than such, if any, as the Directors in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may, as said Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors shall have power, subject to any limitations or restriction herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of acquiring its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the corporation in this State will be located is 917 Braddock Road, Cumberland, Maryland 21502. The resident agent of the corporation is Stephen C. Wilkinson, whose post office address is 100 South Liberty Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two (2) directors, and Lawrence Campbell and Ruth Ann Campbell shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said corporation shall have the power to increase or decrease the number of directors as permitted by law.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand shares with no par value.

EIGHTH: The Corporation elects to be treated as a Close Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7 day of July, 1988.

WITNESS:

Delma D. Clark

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 7th day of July, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

Debra D. Blank
Notary Public

DEBRA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD

My Commission Expires: 7/1/90

LIBER 033 FOLIO 673

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 VM BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	1 Corp. Good Standing 76875
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	46	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Stephen Wilkinson
PO Box 1379
Cumberland Md
21502

NOTE:

___✓___ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

FILED FOR RECORD
JUL 19 1988
at 3:30 o'clock P M.
and same day Recorded as
Liber No. 233 Folio 674
one of the Land Records of Allegany
County, Maryland, and compared by

ARTICLES OF INCORPORATION
OF
SLOPPY JOE'S OF MARYLAND, INC.

LIBER 033 FOLIO 674

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1988 AT 9:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2597185

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
STEPHEN WILKINSON
P.O. BOX 1379
CUMBERLAND MD 21502

011C3021228

A 265191

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

LIBER 033 PAGE 675

Compared and Mail Delivered
TO Stephen C. Wilkinson, Esq.
P.O. Box 1596 Cbld.
NOV 2 19 88

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

OF

TOGAR, INC. 7-18-88 at 10:26 a.m.

THIS IS TO CERTIFY:

FIRST: That the subscriber, Stephen C. Wilkinson, whose address is 100 South Liberty Street, Cumberland, Maryland, 21502, being of full legal age, does under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

TOGAR, INC.

THIRD: The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

(a) To engage in the wholesale and retail sales of furniture, furnishings, etc. and any and all aspects relating to the furniture business.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, or component parts thereof, and other personal property or equipment of every kind.

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated. Further, to act as either a general or limited partner in any partnership engaged in the activities as aforesaid.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers,

1988 JUL 18 A 10:26

52003391

general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, general commodities, wares and merchandise of every description, and to transport, haul or deliver the same.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchise and assets of every kind, of any corporation, co-partnership or individuals (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the corporation or otherwise.

(f) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to pursue, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or of any other state, territory, district, colony or dependency of the United States of America, or of any

foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation.

(h) To guarantee the payment of dividends upon any shares of, or the performance of any contract by, any other corporation or association in which the corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to insure the payment thereof and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate purposes.

(j) To carry on any of the business hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be

deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies in the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, condition and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

(a) The Directors of the corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, for such consideration as said Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation and the laws of the State of Maryland.

(b) To contract or other transaction between this corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors of such corporation, any contract or transaction of this corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Directors, or a majority thereof; and any Director of this corporation, who is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Directors of this corporation, who shall authorize such contract or transaction, with the like force and effect as if he were not such director or officer of any such other corporation or not so interested.

(c) The Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part, of its business shall be declared in dividends are paid to the stockholders, subject, however, to the provisions of the charter and to direct and determinen the use and disposition of any such surplus, or net profits. The Directors may in their discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Directors shall deem expedient.

(d) The corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote of a meeting or in writing with or without a meeting.

(e) No holder of stock of the corporation, of whatever class, shall have any preferential right of subscription to any shares of any class of stock of the corporation, nor any right of subscription to any thereof other than such, if any, as the Directors in their discretion, may fix; and any shares which the Directors may determine to offer for subscription to holders of stock may, as said Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) The Directors shall have power, subject to any limitations or restriction herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized by fixing or altering in any one or more specified respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, and the times and prices of redemption of such stock.

(g) The corporation may purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purpose of acquiring its own shares of capital stock except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FIFTH: The post office address of the place at which the principal office of the corporation in this State will be located is 1401 National Highway, LaVale, Maryland, 21502. The resident agent of the corporation is Stephen C. Wilkinson, whose post office address is 100 South Liberty Street, Cumberland, Maryland, 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have two (2) directors, and Thomas Gary Lindner and Nancy Isner shall act as such until the first annual meeting or until their successors are duly chosen and qualified; provided, however, that the stockholders of said corporation shall have the power to increase or decrease the number of directors as permitted by law.

SEVENTH: The total amount of the authorized capital of the Corporation is one thousand shares with no par value.

EIGHTH: The Corporation elects to be treated as a Close Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of July, 1988.

WITNESS:

Victoria L. Black

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 14th day of July, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

DEBRA D. BLANK NOTARY PUBLIC ALLEGANY COUNTY, MD

D. D. Blank

Notary Public

My Commission Expires: 7/1/90

LIBER 033 PAGE 683

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ✓Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		___Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	1 Corp. Good Standing 76977
NA		Foreign Corporation Registration
87		___Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	46	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Stephen Wilkinson
PO Box 1379
Cumberland Md
21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JS

OCT 19 1988

at 3:30 o'clock P.M. and same day Recorded in Liber No. 333 Folio 684 one of the Land Records of Allegany County, Maryland

ARTICLES OF INCORPORATION
OF
TOGAR, INC.

LIBER 0333 PAGE 684

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 18, 1988 AT 10:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2599710

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
STEPHEN WILKINSON
P.O. BOX 1379
CUMBERLAND MD 21502

014C3021801

A 265536

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • STATE OF MARYLAND • 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO:

AT5-060

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD LIBER 0333 PAGE 685
7-11-88 at 10:54 WESTLAND COAL, INC.

Compared and Mail Delivered
TO: Hidey Coal, Cumberland, MD
NOV. 2 1988

ARTICLES OF INCORPORATION

FIRST: I, W. Stevens Hidey, whose post office address is 110 Washington Street, Cumberland, Maryland, 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Westland Coal, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To purchase, sell, broker, and market coal and related resources; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 12 Village Parkway, Frostburg, Maryland, 21532. The name and post office address of the Resident Agent of the Corporation in this State are James J.J. Oberhaus, 12 Village Parkway, Frostburg, Maryland, 21532. Said Resident Agent is an individual actually

81980785

residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Albert Lee Winner, Jr., Donald F. Jones, and James J.J. Oberhaus.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of

shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible

into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this ____ day of _____, 1988, and I acknowledge the same to be my act.

WITNESS:

_____

_____
W. STEVENS HIDEY

LIBER 033 FOLIO 689

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 57

_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	50	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Hidky, Coyle & Getty
110 Washington St.
Cumberland, Md. 21501-0839

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

FILED FOR RECORD
OCT 19 1988
at 3:30 O'clock P M.
and same day Recorded in
Liber No. 333 Folio 685
one of the Land Records of Allegany
County, Maryland and com[illegible]

ARTICLES OF INCORPORATION
OF
WESTLAND COAL, INC.

LIBER 0333 [illegible]

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1988 AT 10:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2595155

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
HIDEY, COYLE & GETTY
110 WASHINGTON ST.
CUMBERLAND MD 21501 0839

0090 3020876

A 268146

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO,

LIBER 033 .. 691

Compared and Mail Delivered
Stephen C. Wilkinson
P.O. Box 1374, Cumberland, Md.
Nov. 1, 1988

ARTICLES OF AMENDMENT

OF

WILSON AND WILKINSON, P.A.

WHEREAS, on January 27, 1986 at 10:56 a.m., the Articles of Incorporation of Wilson and Wilkinson, P.A. were filed and accepted by the State Department of Assessments and Taxation; and

WHEREAS, it has been determined to be in the best interest of the corporation to provide for a change of the corporation's name; and

WHEREAS, the change of name of the corporation and this Amendment were advised by the Board of Directors and approved by the stockholders of the corporation.

NOW, THEREFORE, this is to certify:

That Article Second of the Articles of Incorporation of Wilson and Wilkinson, P.A. be, and it is hereby amended to read as follows:

SECOND: The name of the corporation (which is hereafter called the "Corporation") is:

STEPHEN C. WILKINSON, P.A.

That in all other respects, the Articles of Incorporation as originally filed shall remain the same.

1988 JUL 14 A 8:01

IN WITNESS WHEREOF, I have signed these Articles of Amendment this 12 day of July, 1988.

WITNESS:

Debra (illegible)

Stephen C. Wilkinson (SEAL)

STATE OF MARYLAND

COUNTY OF ALLEGANY, TO WIT:

I HEREBY CERTIFY, That on this 13th day of July, 1988, before me, the subscriber, a Notary Public in and for the aforesaid State and County, personally appeared Stephen C. Wilkinson, who acknowledged the aforegoing instrument to be his act and deed.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

7/14/88 at 9:01 .m.

WILSON AND WILKINSON, P.A.
CUMBERLAND, MD.

WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires: October 1, 1990

BYRON
WESTON CO
LINEN RECORD
193

STATE OF MARYLAND LIBER 033 FOLIO 693

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 51

#D2070654 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor)	Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	20	

Name Change (New Name) Stephen A. Wilkinson, P.A.

✓ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Stephen Wilkinson
P. O. Box 1379
Cumberland MD
21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

FILED FOR RECORD
OCT 10 1988 19
at 3:30 o'clock P M.
and same Recorded in
Liber No. 333 Folio 691
one of the Land Records of Allegany
County, Maryland, and compared
by

ARTICLES OF AMENDMENT
OF
WILSON AND WILKINSON, P.A.
CHANGING ITS NAME TO:
STEPHEN C. WILKINSON, P.A.

LIBER 0333 691

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 14, 1988 AT 9:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2070654

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
STEPHEN WILKINSON
P. O. BOX 1379
CUMBERLAND MD 21502

012C3021483

A 265412

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and ~~Mail~~ Delivered
TO. Bob Kazary Esq. 127 Greene St. Cbld
Oct. 16 19 88

LIBER 033 FOLIO 695

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
8-17-88 at 9:15 a.m.

* Filed this _____ day of

* _____, 1988.

*** ***** ***

ARTICLES OF INCORPORATION

OF

AAD-INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, ROBERT O. KAZARY, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

AAD-INC.

THIRD: The purpose for which the said Corporation is formed are as follows:

A. To engage in any lawful purposes and/or business.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

AUG 17 9:15 1988

82308264

0033 0479

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1 Box 33, Oldtown, Maryland 21555. The Resident Agent of the Corporation is Lance C. Bell, whose post office address is Route 1 Box 337, Oldtown, Maryland 21555. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of which is common stock without par value.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

SIXTH: The Corporation shall have three (3) directors, namely, Lance C. Bell, Kathie L. Smith and Shirley Hersh, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and

ROBERT O. KAZARY
ATTORNEY AT LAW
[redacted]7 GREENE ST.
[redacted]MBERLAND, MD
21502

disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase,

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

G. The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 16 day of August, 1988.

WITNESS:

Anne M Becker

ROBERT O. KAZARY (SEAL)

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 16 day of August, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT O. KAZARY and acknowledged the aforegoing Articles of Incorporation to be his respective act.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
[redacted]MBERLAND, MD
21502

LIBER 033 FOLIO 706

WITNESS my hand and Notarial Seal the day and year last above written.

Anne Marie Becker
NOTARY PUBLIC

ANNE MARIE BECKER · NOTARY PUBLIC · ALLEGANY COUNTY, MD.

My Commission Expires: July 1, 1990

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

LIBER 033 FOLIO 707

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 / 0 BUSINESS CODE 03 COUNTY 51

_____ P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
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76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
___		Other _____
		Other _____
TOTAL FEES	40	

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JW

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

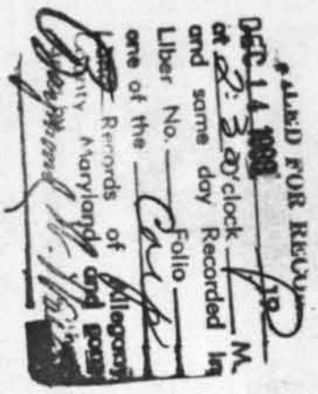
___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert Kazary
127 Greene St
Cumberland Md
21502

NOTE:



ARTICLES OF INCORPORATION
OF
AAD-INC.

LIBER 033 .. 708

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 17, 1988 AT 9:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

DEPOSIT

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT KAZARY
127 GREENE ST.
CUMBERLAND MD 21502

CD7C3022257

A 270807

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mail ~~Delivered~~
TO Tydings & Rosenberg
20 N. Charles St. Baltimore
Dec 16 19 88

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
8/26/88 at 9:36 m.

[illegible] 033 [illegible] 709

ARGYLE ALUMINUM, INC. ARTICLES OF AMENDMENT

Argyle Aluminum, Inc., a Maryland corporation, having is principle office in Cumberland, Allegany County, Maryland (which is hereinafter called "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that

1. Article Sixth of the Corporation is hereby amended deleting it in its entirety and substituting following in lieu thereof:

> Sixth: The number of directors of the corporation nine (9), which number to be increased or decreased pursuant to the Bylaws of the Corporation, but shall never less than three (3).

2. Article Seventh is amended by deleted in its entirety and the following is substituted in lieu thereof

> Seventh: Notwithstanding any provision of law which requires, for ratification, authorization or approval of any act or matter which properly comes before a meeting of the stockholders, the agreement consent, concurrence or vote of two-thirds of the holders of the shares of the Common Stock shall be required to increase the number of shares of Common Stock which Corporation has authority to issue.

3. The Article Ninth is hereby amended by deleting it in its entirety and substituting the following in lieu thereof:

> Ninth: Corporation shall indemnify (a) its directors to the fullest extent permitted by the

82398414 82398413

general laws of the State of Maryland now or hereafter enforced, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

4. The foregoing amendment to the Charter to the Corporation has been advised by the Board of Directors and approved by the Stockholder of the Corporation.

IN WITNESS WHEREOF, Argyle Aluminum, Inc., has caused these presents to be signed in its name and on its behalf by its president and witnessed by its secretary on August 12, 1988.

WITNESS:

Michael Sobin
Assistant Secretary

ARGYLE ALUMINUM, INC.

By: Iain Blackhurst (SEAL)
IAIN H. L. BLACKHURST,
President

The undersigned, President of Argyle Aluminum, Inc. who executed on behalf of the Corporation the foregoing Articles of Amendment on which this Certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and fact set forth

herein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

IAIN H. L. BLACKHURST

LIBER 033 FOLIO 712

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 09 (0) BUSINESS CODE _____ COUNTY 51

D 2363612 ___P.A ___Religious ___Close ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	9	___/___ Certified Copy 3
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
76	_____	Certificate of Merger/Transfer
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
__	_____	Other _____
	_____	Other _____
TOTAL FEES	29	

___/___ Check ___/___ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code 090

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE: Copy made

FILED FOR RECORD
DEC 14 1988
at 2:30 o'clock P M
and same day Recorded in
Liber No. ___ Folio ___
one of the Records of Allegany
County, Maryland, and com
[illegible]

ARTICLES OF AMENDMENT
OF
ARGYLE ALUMINUM, INC.

LIBER 033 FOLIO 713

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 26, 1988 AT 9:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2533612

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
TYDINGS & ROSENBERG
202 NORTH CHARLES STREET
BALTIMORE MD 21201

042C3022934

A 271420

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mail Delivered
Dec. 16 1988

Compared and Mail Delivered
Dec 16 1988

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 033 FOLIO 714 APPROVED FOR RECORD 8-1-88 at 11:11a.m.

E.V.C., INCORPORATED

ARTICLES OF INCORPORATION

FIRST: I, ARLENE C. FOREBACK, whose post office address is 1424 Dogwood Court, Cumberland, Maryland 21502, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is E.V.C., Incorporated.

THIRD: The purposes for which the Corporation is formed are:

(1) Wholesale and retail sales, by mail and otherwise, of various consumer items.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1424 Dogwood Court, Cumberland, Maryland 21502. The name and post office address of the Resident Agent of the Corporation in this State is Arlene C. Foreback, 1424 Dogwood Court, Cumberland, Maryland 21502. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less

1988 AUG -1 A 11:11

FRIEND AND KELLY
ATTORNEYS AT LAW
201 WASHINGTON STREET
CUMBERLAND, MD 21502

3047 1063
88 10564

than three but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Arlene C. Foreback, Elaine M. Reuschlein and Vicki Larrick.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

FRIEND AND KELLY
ATTORNEYS AT LAW
201 WASHINGTON STREET
CUMBERLAND, MD 21502

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference

to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of June, 1988, and I acknowledge the same to be my act.

Arlene C. Foreback

ARLENE C. FOREBACK

FRIEND AND KELLY
ATTORNEYS AT LAW
201 WASHINGTON STREET
CUMBERLAND, MD 21502

LIBER 033 FOLIO 717

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close _✓_Stock ___Nonstock

Merging (Transferor)	Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	40	

Name Change
(New Name) _____

_____

_____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

____ Resignation of Resident Agent

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____

R. Steven Friend
201 Washington St
Cumberland, Md
21502

NOTE:

_✓_Check _____Cash

_____ Documents on _____ checks

APPROVED BY: JS

3047 1066

FILED FOR RECORD
DEC 14 1988
at 2:30 o'clock P. M.
and same day Recorded in
Liber No. [illegible] Folio
one of the Records of Allegany
County, Maryland and page

ARTICLES OF INCORPORATION
OF
E•V•C•, INCORPORATED

LIBER 0033 PAGE 718

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 1, 1988 AT 11:11 O'CLOCK A• M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

02608651

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
R• STEVEN FRIEND
201 WASHINGTON ST•
CUMBERLAND MD 21502

02303020209

A 268955

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. F0047 1062

375-060

90

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 633 FOLIO 719

APPROVED FOR RECORD

8-8-88 at 10:57a .M.

CM

Compared and Mailed Delivered

Nathan Thompson

Rt. 2 Box 87 New Creek WV

Dec 88

1988 AUG -8 AM 10:51

ARTICLES OF INCORPORATION

OF

GARRETTWOOD, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Nathan J. Thompson, whose post office address is Route 2, Box 87, New Creek, West Virginia 26743, being at least eighteen (18) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is GarrettWood, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

To buy, sell, exchange, lease, improve, develop, repair, manage, maintain, and operate real property of every kind, as principal, agent or broker, on commission or otherwise and generally to do everything suitable, proper and conducive to the successful conduct of a real estate development business including the conduct of a real estate agency and brokerage business.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the purposes or business hereinbefore enumerated for itself, or for the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects and/or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principal office of the Corporation is Route 2, Box 87, New Creek, West Virginia 26743. The name and post office address of the resident agent of the Corporation in this State is Daniel R. James, 52 Trailridge Avenue, Cumberland, Maryland 21502. Said resident agent is a citizen actually residing in this State. The maryland principal office address shall be 110 south center ST, Cumberland MD 21502.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares of no par value.

SIXTH: The number of directors of the Corporation shall be, two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1); provided that:

A. If there is no stock outstanding, the number of directors may be less than three (3) but not less than (1); and

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3), but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until his successors are duly chosen and qualified are: Nathan J. Thompson and Olive A. Thompson.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or

3050 0830

securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22nd day of July, 1988.

WITNESS:

W. Thomas Lee Campbell Nathan J. Thompson (SEAL)
Nathan J. Thompson

STATE OF WEST VIRGINIA,

COUNTY OF MINERAL, to-wit:

I HEREBY CERTIFY, that on this 22nd day of July, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, NATHAN J. THOMPSON, and acknowledged the execution of the aforegoing Articles of Incorporation to be their voluntary acts.

WITNESS my hand and Notarial Seal.

Official Seal
Notary Public, State of West Virginia
W. Thomas Lee Campbell
450 South Mineral St.
Keyser, W.Va. 26726
My Commission expires October 21, 1997

W. Thomas Lee Campbell
NOTARY PUBLIC

My Commission Expires: October 21, 1997

CORP3/GarrettWood articles

LIBER 033 FOLIO 722

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 87 BUSINESS CODE 03 COUNTY 57

_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	____	Rec. Fee (Amendment)
63	____	Rec. Fee (Merger or Consolidation)
64	____	Rec. Fee (Transfer)
65	____	Rec. Fee (Dissolution)
66	____	Rec. Fee (Revival)
52	____	Foreign Qualification
50	____	Cert. of Qual. or Req.
51	____	Foreign Name Registration
13	9	1 Certified Copy 3p
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
		_____
		_____
76	____	Certificate of Merger/Transfer
		_____
		_____
75	____	Special Fee
80	____	For. Limited Partnership
83	____	Cert. Limited Partnership
84	____	Amendment to Limited Partnership
85	____	Terminaton of Limited Partnership
21	____	Recordation Tax
22	____	State Transfer Tax
23	____	Local Transfer Tax 8/8/88
31	6	1 Corp. Good Standing #78167
NA	____	Foreign Corporation Registration
87	____	____Limited Part. Good Standing
71	____	Financial
600	____	_____ Personal Property Reports and _____ late filing penalties
70	____	Change of P.O., R.A. or R.A.A.
91	____	Amend/Cancellation, for Limited Part.
___	____	Other _____
	____	Other _____
TOTAL FEES	55	

✓Check _____Cash

_____ Documents on _____ checks

APPROVED BY: JO

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Nathan Thompson
Rt 2, Box 87
New Creek, WVA 26743

NOTE:

CERTIFIED COPY MADE

FILED FOR RECORD
DEC 14 1988
2:32 o'clock P. M.
and same day Recorded In
Liber No. Folio
of the Records of Allegany County, Maryland, and examined
by

ARTICLES OF INCORPORATION
OF
GARRETTWOOD, INC.

LIBER 033 FOL 723

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 8, 1988 AT 10:57 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2612968

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
NATHAN THOMPSON
ROUTE 2, BOX 87
NEW CREEK WV 26743

029C3020974

A 269683

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3060

Compared and Mail Delivered
TO 103 S. Centre St. Cbld
DEC 16 1988.

LIBER 0333 FOLIO 724

ARTICLES OF INCORPORATION

OF

INTEGRA HEALTH CARE CORPORATION

FIRST: I, H. GREGORY SKIDMORE, whose post office address is 103 South Centre Street, Cumberland, Maryland 21501-0360, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland, including the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation ("Corporation") is INTEGRA HEALTH CARE CORPORATION.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the business of health care consultation, planning and management.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Frostburg Plaza Shopping Center, Frostburg, Maryland 21532. The name and post office address of the resident agent of the Corporation in Maryland is H. Gregory Skidmore, 103 South Centre Street, Cumberland, Maryland 21501-0360. Said resident agent is a citizen of Maryland and actually resides in Maryland.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
8-12-88 at 9:10 a.m.

82258361

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than the number prescribed by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland. The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Raymond E. Wood and Donald J. Pepper.

SEVENTH: Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The board of directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the board of directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms or any other clause of this or any other article of the charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the board of directors under the general laws of the State of Maryland now or hereafter in force.

(3) With respect to:

(a) the amendment of the charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(g) the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all of the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the board of directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of August, 1988, and I acknowledge same to be my act.

WITNESS:

H. GREGORY SKIDMORE

3051 2098

LIBER 033 FOLIO 728

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02A BUSINESS CODE 03 COUNTY 51

*_____ __P.A __Religious __Close _V_Stock __Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
—		Other _____
		Other _____
TOTAL FEES	50	

Name Change (New Name) _____

____ Change of Name

____ Change of Principal Office

____ Change of Resident Agent

____ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
H. Gregory Skidmore, P.A.
103 South Centre St.
Cumberland, MD. 21501-0360

NOTE: Copy made

V Check _____ Cash

____ Documents on ____ checks

APPROVED BY: J.M.T.

FILED FOR RECORD
DEC 14 1988
at 2:30 o'clock PM.
and same day Recorded in
Liber No. Case Folio
one of the Records
Allegany
and com
County, Maryland
Examined by

ARTICLES OF INCORPORATION
OF
INTEGRA HEALTH CARE CORPORATION

LIBER 033 PAGE 729

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 12, 1988 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2615870

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
H. GREGORY SKIDMORE, P.A.
103 SOUTH CENTRE STREET
CUMBERLAND MD 21501 0360

03203021458

A 270167

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

0081 0394

LIBER 033 FOLIO 730

Compared and Mail Delivered
TO Burnett, Eiswert & Janes, P.A.
Oakland
10 22 16 1988

THE KENDALLWOOD GROUP, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Leonard J. Eiswert, whose post office address is 5000 Thayer Center, Oakland, Maryland, 21550, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation" is The Kendallwood Group, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed are:

(1) To own, operate and maintain a .91 acre parcel of land on Turkey Neck Estates, Garrett County, Maryland, for the use of and the benefit of the stockholders who are owners of nearby lots in Turkey Neck Estates.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 54 North Centre Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State are Lynn H. Workmeister, 54 North Centre Street, Cumberland, Maryland, 21502. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of stock

BURNETT, EISWERT
& JANES, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

FEB 15 P 10:01

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
2-15-88 at 10:07 a.m.

32-33438

which the Corporation has authority to issue is six (6) shares of common stock without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Lynn H. Workmeister.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10TH day of August, 1988, and I acknowledge the same to be my act.

Leonard Eiswert
LEONARD J. EISWERT

BURNETT, EISWERT
& JANES, P.A.
ATTORNEYS AT LAW
OAKLAND, MARYLAND

Liber 1133 Folio 732

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 UN BUSINESS CODE 03 COUNTY [redacted]51

*_____ ___P.A ___Religious ✓Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	___Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
___	_____	Other _____
	_____	Other _____
TOTAL FEES	40	

✓ ____Check _____Cash

_____ Documents on _____ checks

APPROVED BY: JmT

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code_____

ATTENTION: _____

MAIL TO ADDRESS: _____

Burnett, Kiswert & Jones, P.A.
5000 Thayer Center
Oakland, Md. 21550

NOTE:

FILED FOR RECORD
DEC 14 1988
at 2:30 o'clock P M
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany County, Maryland and compared
Clerk

ARTICLES OF INCORPORATION
OF
THE KENDALLWOOD GROUP, INC.

LIBER 033 FOLIO 733

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST [illegible], [illegible] AT [illegible] O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 2.[illegible]	$ 20.00	$

02512321

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
BURNETT, EISWERT & JANES, P.A.
5010 THAYER CENTER
OAKLAND MD 21550

3403 23395

A 270468

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3032 1105

Compared and ~~Mail~~ Delivered
TO. Walsh, Walsh, Leinhart
Dec. 16, 1987

LIBER 0333 FOLIO 731
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
8/8/88 at 9:04 .m.

MMQ, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, WILLIAM WALSH, whose Post Office address is 218 Fayette Street, Cumberland, Maryland, being of full legal age, do, under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, hereby act as incorporator with the intention of forming a corporation.

SECOND: The name of the corporation which is hereinafter called the Corporation is:

MMQ, INC.

THIRD: The purposes for which the Corporation is formed and the business objects to be carried on and promoted by it are as follows:

To buy, sell, lease, exchange, mine, produce, process, transport and otherwise generally deal in sand, gravel, crushed stone and all forms of minerals and other products of mines and quarries, and to drill, produce and otherwise deal in quarries, gas wells, oil wells, and other property containing or producing sand, gravel, crushed stone, gas, oil and all other minerals; and to buy, sell, lease, exchange and otherwise generally deal in all the foregoing products as principal, owner, shipper, agent or broker; and to engage in any business allowed by the law of Maryland pertaining to corporations.

AUG 8 4 04 1988

82218469

3050 0744

FOURTH: The Post Office address at which the principal office of the Corporation in this State will be located is Post Office Box 217, State Route 36, Corriganville, Maryland 21524. The Resident Agent of the Corporation is RALPH SPITZNAS, whose address is Post Office Box 386, Main Street, Mt. Savage, Maryland 21545. The Resident Agent is a resident of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors, which number may be increased pursuant to the Bylaws of the Corporation, and STEVEN E. LEYDIG, JERRY W. LEYDIG and RALPH SPITZNAS shall act as directors until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5000) shares, all of which stock shall be common stock without par value.

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation this 6th day of August, 1988.

WITNESS:

William Walsh (SEAL)
WILLIAM WALSH

Jean Bochy
JEAN BOCHY

STATE OF MARYLAND,
COUNTY OF ALLEGANY, TO-WIT:

I HEREBY CERTIFY, on this 6th day of August, 1988, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM WALSH, known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal the day and year last above-written.

Jean Bochy
JEAN BOCHY, Notary Public

My Commission Expires
July 1, 1990

LIBER 033 FOLIO 737

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 Up BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	9	1 Certified Copy 3 pages
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
___		Other _____
		Other _____
TOTAL FEES	$49.00	

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [redacted]

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

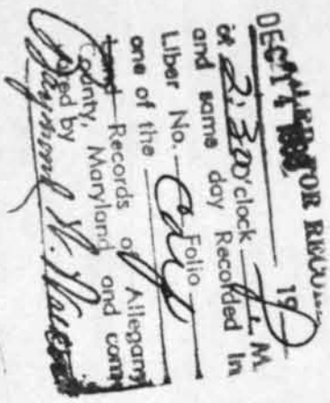
Code_____

ATTENTION: William Walsh, Esq.

MAIL TO ADDRESS: Walsh, Walsh & Reinhart
Suite 500
Liberty Trust Bldg.
81 Baltimore St.
Cumberland, MD 21502

NOTE: Copy made

0050 0717



ARTICLES OF INCORPORATION
OF
MMQ, INC.

LIBER 033 FOL 738

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 8, 1988 AT 9:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2612778

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
WILLIAM WALSH, ESQ.
WALSH, WALSH & REINHART
LIBERTY TRUST BLDG., SUITE 500
81 BALTIMORE STREET
CUMBERLAND MD 21502

029C3020955

A 269666

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3060 0743

CRK

Compared and ~~Mail~~ Delivered

TO Bob Kazary, Esq. 127 Greene St. City

Dec. 16 19 88

LIBER 033 FOLIO 739

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1988.

*** ***** ***

ARTICLES OF INCORPORATION

OF

PACKIE'S TRASH SERVICE, INC.

*** STATE DEPARTMENT OF ASSESSMENTS AND TAXATION ***

APPROVED FOR RECORD

THIS IS TO CERTIFY: 8-17-88 at 9:15 a.m.

FIRST: That I, the subscriber hereto, ROBERT O. KAZARY, being at least eighteen (18) years of age, hereby form a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

PACKIE'S TRASH SERVICE, INC.

THIRD: The purpose for which the said Corporation is formed are as

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

AUG 17 9:15 A 1988

82308265

follows:

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1 Box 413, Horse Rock Road, Westernport, Maryland 21562. The Resident Agent of the Corporation is Robert A. Davis, whose post office address is Route 1 Box 413, Horse Rock Road, Westernport, Maryland 21562. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of which is common stock without par value.

SIXTH: The Corporation shall have three (3) directors, namely, Robert A. Davis, Virginia E. Bennett and Anne M. Becker, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

G. The Corporation reserves the right to amend its charter so that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

J. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 16 day of August, 1988.

WITNESS:

Anne M Becker

ROBERT O. KAZARY (SEAL)

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 16 day of August, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared ROBERT O. KAZARY and acknowledged the aforegoing Articles of Incorporation to be his respective

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

act.

WITNESS my hand and Notarial Seal the day and year last above written.

Anne Marie Becker
NOTARY PUBLIC

ANNE MARIE BECKER · NOTARY PUBLIC · ALLEGANY COUNTY, MD.

My Commission Expires: July 1, 1990

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

Liber 033 Folio 751

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 51

_____ ___P.A ___Religious ___Close ✓Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

_____ _____

_____ _____

_____ _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	____Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
		_____
		_____
76	_____	Certificate of Merger/Transfer
		_____
		_____
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Terminaton of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	____Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
___	_____	Other _____
	_____	Other _____
TOTAL FEES	40	

Name Change (New Name) _____

_____

_____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

_____

_____

MAIL TO ADDRESS: _____

Robert Kazary
127 Greene St
Cumberland Md
21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: RD



ARTICLES OF INCORPORATION
OF
PACKIE'S TRASH SERVICE, INC.

LIBER 033 FOL 752

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 17, 1988 AT 9:15 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2619351

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT KAZARY
127 GREENE STREET
CUMBERLAND MD 21502

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

0350022081

A 270631

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Compared and Mail Delivered
TO... Bill Trozzo, 75 Greene St, Cbld
Dec 16 19 84

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 033 FOLIO 753

APPROVED FOR RECORD

8-15-8 at 10:34A.m.

ARTICLES OF INCORPORATION

SHABOOMS, INC.

FIRST: I, WILLIAM J. TROZZO, whose post office address is 75 Greene Street, Cumberland, Allegany County, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is SHABOOMS, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the dispensing of alocholic beverages and food, operating as a bar and a restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 461 Williams Street, Cumberland, Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is DONA R. BLANK, an individual actually residing in the State of Maryland, at 461 Williams Street, Cumberland, Maryland 21502.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

82288654

3002 0673

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, provided that;

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are DONA R. BLANK and MARY CATHERINE LIBERIS.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion of other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely effected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may be otherwise provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal and have caused these Articles of Incorporation this 11th day of August, 1988, and acknowledge the same to be my act.

WILLIAM J. TROZZO

LIBER 033 FOLIO 757

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 0 BUSINESS CODE 03 COUNTY 51

[redacted] ___P.A ___Religious ___Close /Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
[redacted]73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
[redacted]70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
___		Other _____
		Other _____
TOTAL FEES	40	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____
William Trozzo

MAIL TO ADDRESS: _____
75 Greene St.
Cumberland, Md.
21502

NOTE:

_____Check _____Cash

1 Documents on 1 checks

APPROVED BY: [redacted]

FILED FOR RECORD
DEC 14 1988
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the Land Records of Allegany County, Maryland
Clerk

ARTICLES OF INCORPORATION
OF
SHABOOMS, INC.

LIBER 033 PAGE 758

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST , 1988 AT 10:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

02617439

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ATTN: WILLIAM TROZZO
75 GREENE ST.
CUMBERLAND MD 21502

A 270406

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

033 0671

Compared and Mail Delivered CM
TO.... Armond Pachmore 75 Greene St. City
.....Dec. 16 19.88....

LIBER 033 FOLIO 759

ARTICLES OF INCORPORATION
T & K'S BODY SPA, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/29/88 at 9:30 a.m.

FIRST: We, **KENNETH SCARLETT** and **TINA TACCINO**, whose post office addres is Route 2, Box 583, Cumberland, Allegany County, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is **T & K'S BODY SPA, INC.**

THIRD: The purpose for which the Corporation is formed are:

(1) To provide services to patrons for their personal physical development, fitness, and self esteem. To provide a location or locations where physical fitness can be stressed taught and practiced with classes being held and provided as well as provide materials and supplies for physical fitness and development.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office addres of the principal office of the Corporation in this State is Route 2; Box 583, Cumberland Maryland, 21502. The name and post office address of the Resident Agent of the Corporation in this State is **KENNETH SCARLETT**, Route 2; Box 583, Cumberland, Maryland, 21502, an individual actually residing in the State of Maryland.

1988 JUL 28 A 9:30

3044 0757

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be incresed or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are **KENNETH SCARLETT** and **TINA TACCINO.**

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such

3047 0758

stock, the preferences, conversion of other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely effected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may be otherwise provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Inocrporation this 22nd day of July, 1988 and acknowledge the same to be my act.

Kenneth Scarlett

Kenneth Scarlett

Tina Taccino

Tina Taccino

LIBER 033 FOLIO 763

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BY BUSINESS CODE 03 COUNTY 51

#_____ ___P.A ___Religious ___Close ✓ ___Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13	10	___ Certified Copy 4@
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
73		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
___		Other _____
___		Other _____
TOTAL FEES	50 00	

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Armand M. Pannone, Jr., Esq.

MAIL TO ADDRESS: 75 Greene Street Cumberland, MD 21502

NOTE:

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: DJC

3047 3761

FILED FOR RECORD
DEC 14 1988
at 2:30 o'clock PM
and same day Recorded
Liber No. ____ Folio ____
one of the ____ Records of Allegany
County Maryland, and compared
Entered by

ARTICLES OF INCORPORATION
OF
T & K'S BODY SPA, INC.

LIBER 0333 PAGE 764

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 28, 1988 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2608081

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ARMAND M. PANNONE, JR., ESQ.
75 GREENE STREET
CUMBERLAND MD 21502

1230302 162

A 268910

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 0756

Compared and ~~Mail~~ Delivered
CM
To Robert Kazary, Esq.
100 Greene St. Cumb.
Dec. 16 1988.

LIBER 033 FOLIO 765

IN THE STATE OF MARYLAND

DEPARTMENT OF ASSESSMENTS AND TAXATION

*

* Filed this _____ day of

* _____, 1988.

*** ***** ***

ARTICLES OF INCORPORATION

OF

TWIGG AGENCY, INC.

*** ***** ***

THIS IS TO CERTIFY:

FIRST: That I, the subscriber hereto, VIRGIL TWIGG, being at least eighteen (18) years of age, hereby form a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, and in general to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the Corporation, hereinafter called the "Corporation", is:

TWIGG AGENCY, INC.

THIRD: The purpose for which the said Corporation is formed are as follows:

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

82226147

08:8 d 6- 9NV 88

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
8/9/88 at 8:30 .m.

A. To engage in any lawful purposes and/or business.

B. And to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as may be amended from time to time.

C. The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 604 West Industrial Boulevard, Cumberland, Allegany County, Maryland 21502. The Resident Agent of the Corporation is Virgil Twigg whose post office address is 620 White Avenue, Cumberland, Allegany County, Maryland 21502. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, all of which is common stock without par value.

SIXTH: The Corporation shall have two (2) directors, namely, Virgil Twigg and Ruth V. Twigg, who shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

B. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

C. No holders of stock of the Corporation, of whatever class, shall have any preferential rights of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

D. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock on

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets, or franchises, in whole or in part, of any other corporations or unincorporated business entities.

E. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights, of such shares.

F. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

G. The Corporation reserves the right to amend its charter so

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

that such amendment may alter the contract rights as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all of the assets of the Corporation.

H. Except as may otherwise be provided by the Board of Directors no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

I. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

J. No contract or other transaction between this Corporation and

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any director of this Corporation who is also a director or officer of such other corporation who is so interested, or any such director of this Corporaton who is otherwise interested in any manner in such contract or other transaction shall be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, however, such director of this Corporation may not vote thereat to auhorize any such contract or transaction.

K. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

civil, criminal, or administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed in the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that despite an adjudication of liability but in review of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 or 2 of this Article... or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4 of this Article.

(4) Any indemnification under Paragraphs 1 or 2 of this Article... (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this Article. Such determination shall be made, (a) by the Board of Directors of

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

administrators of such a person.

L. The Corporation shall make no offering of any of its shares of any class which would constitute a "Public Offering" within the Securities Act of 1933, as amended.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this the 13th day of June, 1988.

WITNESS:

_____ Virgil R. Twigg (SEAL)
VIRGIL TWIGG

STATE OF MARYLAND

ALLEGANY COUNTY, to-wit:

THIS IS TO CERTIFY, That on the 13th day of June, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared VIRGIL TWIGG and acknowledged the aforegoing Articles of Incorporation to be his respective act.

WITNESS my hand and Notarial Seal the day and year last above written.

Anna Marie Bicker
NOTARY PUBLIC

My Commission Expires: July 1, 1990

ROBERT O. KAZARY
ATTORNEY AT LAW
127 GREENE ST.
CUMBERLAND, MD
21502

3050 0898

LIBER 0033 FOLIO 776

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 51

* _____ ___P.A ___Religious _✓_Close _✓_Stock ___Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
___		Other _____
		Other _____
TOTAL FEES	$40.00	

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: _____

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: Robert O. Kanjorski, Esq.

MAIL TO ADDRESS: One Plum Court
127 Greene Street
Cumberland, MD
21502

NOTE:



ARTICLES OF INCORPORATION
OF
TWIGG AGENCY, INC.

LIBER 0333 PAGE 777

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 9, 1988 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2613032

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ROBERT O. KAZARY, ESQ.
ONE PLUM COURT
127 GREENE STREET
CUMBERLAND MD 21502

029C3020981

A 269690

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3030 0887

AT5-060

... 033 ... 778 Compared and Mail Delivered TO W. Bryan Hall 201 Fayette St. Cbld. Dec. 16 19 87

VIETNAM VETERANS OF AMERICA,
CHAPTER 172, CUMBERLAND, MARYLAND, INC.

ARTICLES OF REVIVAL

First: The name of the Corporation at the time the Charter was forfeited was **Vietnam Veterans of America, Chapter 172, Cumberland, Maryland, Inc.**

Second: The name which the Corporation will use after revival is **Vietnam Veterans of America, Chapter 172, Cumberland, Maryland, Inc.**

Third: The name and address of the Resident Agent are:

W. Bryan Hall
201 Fayette Street
Cumberland, Maryland, 21502

Fourth: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

Fifth: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its Charter had not been forfeited;

(c) Paid all State and local taxes, except taxes on real estate, and all interest and penalties due by the Corporation or which would have become due if the Charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is:

1103 Oldtown Road
Cumberland, Maryland, 21502

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
2-05-88 at 9:11 m.

W. BRYAN HALL
ATTORNEY AT LAW
201 FAYETTE ST.
CUMBERLAND, MD 21502
301-722-8450

FILED FOR RECORD
1988 MAR -5 A 9:11

LIBER 1133 FOLIO 179

Seventh: The undersigned who were respectively the last acting President and Secretary of the Corporation severally acknowledge the Articles to be their act.

Robert C. Adams
ROBERT C. ADAMS
Last Acting President

Terry Smith
TERRY SMITH
Last Acting Secretary

AFFIDAVIT

STATE OF MARYLAND

COUNTY OF ALLEGANY, to-wit:

I, ROBERT C. ADAMS, Last Acting President of Vietnam Veterans of America, Chapter 172, Cumberland, Maryland, Inc. hereby declare that the previously mentioned Corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the Corporation or which would have become due if the Charter had not been forfeited whether or not barred by limitations.

Robert C. Adams
ROBERT C. ADAMS
President

I HEREBY CERTIFY, That on this 29th day of June, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for Allegany County, personally appeared ROBERT C. ADAMS and made oath under the penalties of perjury that the matters and facts set forth in this Affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal,

Debra Jean Williams
NOTARY PUBLIC

My Commission Expires: 7-1-90

W. BRYAN HALL
ATTORNEY AT LAW
201 FAYETTE ST.
CUMBERLAND, MD 21502
301-722-8450

vva.art
dsk 27

STATE OF MARYLAND LIBER 033 PAGE 780

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 28 BUSINESS CODE 04 COUNTY 51

*D1807999 ___P.A ___Religious ___Close ___Stock ✓Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		____Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75	10	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
___		Other _____
		Other _____
TOTAL FEES	30	

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JMT

___ Name Change (New Name) _____

___ Change of Name

✓ Change of Principal Office

✓ Change of Resident Agent

✓ Change of Resident Agent Address

___ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

W. Bryan Hall
201 Fayette St.
Cumberland, Md. 21502

NOTE:

...ED FOR RECORD
DEC 14 1988
at 2:30 o'clock P. M.
...nd same day Recorded In
...ber No. ___ Folio ___
...ne of the Land
Records of Allegany
County, Maryland
...and com-
...ed by

THE ARTICLES OF REVIVAL OF VIETNAM VETERANS OF AMERICA, CHAPTER 172, CUMBERLAND, MARYLAND, INC.

LIBER 033 FOLIO 781

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 5, 1988 AT 9:11 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 10.00

D1807999

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
W. BRYAN HALL
201 FAYETTE STREET
CUMBERLAND MD 21502

02BC3020918

A 269601

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3049 3663

CM

Compared and ~~Mail~~ Delivered

Armand Pannone Esq.

TO 75 Greene St Cbld.

Dec. 16 19 88

JEB 033 782

"VIKING FLYING CLUB OF CUMBERLAND, INC."

ARTICLES OF INCORPORATION

8:15-88 at 8:37 a.m.

FIRST: I, ARMAND M. PANNONE, JR., ESQ., whose post office address is 75 Greene Street, Cumberland, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") **"VIKING FLYING CLUB OF CUMBERLAND, INC."**.

THIRD: The purpose for which the Corporation is formed are:

(1) The purpose for which the Corporation is formed, and the objects to be carried on and performed by it are as follows:

(a) To own or lease and maintain one or more aircraft for the pleasure, recreation and use of the members of this Club or their families or such individuals as the Board of Directors may designate pursuant to any by-laws which may hereafter be adopted.

(b) To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Club.

(c) To borrow money, contract debts, make contracts

1988 AUG 15 P 8:37

82288105

and to exercise any and all such powers as a natural person could lawfully make, do, perform or exercise which may be necessary, convenient or expedient for the accomplishment of any of its objects or purposes, providing the same be not inconsistent with the laws of Maryland and to that end, enumeration of such powers shall not be deemed inclusive.

(d) To purchase, hire or otherwise acquire, own and pay for insurance of any or all types hereinafter provided for by the Board of Directors, both for the protection of the Corporation, its member or members of the general public.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland, 520 Bedford Street, Cumberland, Maryland, and the resident agent of said Corporation is **HARALD SKAAR**, whose post office address is 520 Bedford Street, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall not have capital stock, but shall be a non-stock corporation consisting of such persons as shall, pursuant to the terms and provisions of the By-Laws duly adopted, be entitled to membership; and the rights, privileges and obligations of such members shall be determined by said By-Laws and by the board of Directors, acting under and

3051 1232

by virtue of said By-Laws.

SIXTH: The Corporation shall have at least three directors, which number may be increased pursuant to the By-Laws; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are as follows:

Harald Skaar

Magne Lilleli

Arne Nossen

All residing at 520 Bedford Street, Cumberland, Maryland 21502.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of August, 1988, and I acknowledge the same to be my act.

Armand M. Pannone, Jr., Esq.

033 : 755

STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 D BUSINESS CODE 04 COUNTY 51

* _____ ___P.A ___Religious ___Close ___Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 3p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
		_____
		_____
76		Certificate of Merger/Transfer
		_____
		_____
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Terminaton of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____Corp. Good Standing
NA		Foreign Corporation Registration
87		____Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
___		Other _____
		Other _____
TOTAL FEES	50	

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JW

Name Change (New Name) _____

___ Change of Name

___ Change of Principal Office

___ Change of Resident Agent

___ Change of Resident Agent Address

____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Armand Pannone Jr
75 Greene St
Cumberland Md
21502

NOTE: Copy made

FILED FOR RECORD
DEC 14 1988
at 2:30 o'clock P.M.
and same day Recorded in
Liber No. Folio
one of the records of Allegany
[illegible] and county

ARTICLES OF INCORPORATION
OF
VIKING FLYING CLUB OF CUMBERLAND, INC.

LIBER 033 FOL 786

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 15, 1988 AT 8:37 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D2616688

TO THE CLERK OF THE COURT OF ALLEGANY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

RETURN TO:
ARMAND PANNONE, JR.
75 GREENE ST.
CUMBERLAND MD 21502

033C3021615

A 270309

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATS-060

LIBER 0333 .787

Compared and Mail ~~Delivered~~ CR
TO. E. Louis Shinnamon 618 Washington St. Cbld
Dec 16 1988

LIBER 0576 PAGE 869

CERTIFICATE OF [ ] MERGER
[X] TRANSFER
[ ] CONSOLIDATION
[ ] SHARE EXCHANGE

TO: [ ] Clerk of the Circuit Court for _____
[X] ALLEGANY COUNTY Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this office on December 5, 1988 at 9:26 a.m.

1) The name of each party to the Articles is CUMBERLAND PAINT & GLASS CO., INC. (A MD. CORP.)-TRANSFEROR and AUTO PARTS WAREHOUSE, INC. (A MD. CORP.)and E. LOUIS SHINNAMON (AN INDIVIDUAL)-TRANSFEREES.

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is AUTO PARTS WAREHOUSE, INC. (A MD. CORP.) and E. LOUIS SHINNAMON (AN INDIVIDUAL)
507 Henderson Avenue , Cumberland, Maryland 21502.
618 Washington Street, Cumberland, Maryland 21502

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION SEAL OF MARYLAND

As Witness my hand and the Official seal of the said Department at Baltimore this 9th day of December, 1988.

Dean W. Kitchen
Corporate Administrator

AT 5-076

LIBER 033 FOLIO 788 LIBER 0576 PAGE 870

CERTIFICATE OF CONVEYANCE

PART I. 1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Allegany County

2. TRANSFEROR Cumberland Paint & Glass Co., Inc.

3. TRANSFEREE E. Louis Shinnamon

4. CERTIFICATE OF CONVEYANCE ACCOMPANYING:
(PLEASE CHECK APPROPRIATE BOX)

X ARTICLES OF TRANSFER

___ARTICLES OF MERGER ___ARTICLES OF CONSOLIDATION

___DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS

5. INTEREST IN LAND AFFECTED: (SHOW SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.) 4 - Parcels north of Henderson Avenue and west of Knox Street in Cumberland, Election District 5, Allegany County, Maryland, as described in former deed dated October 5, 1984, and recorded in Deeds Liber 545, folio 727, Allegany County.

6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME E. Louis Shinnamon
, ADDRESS 618 Washington Street
Cumberland, Maryland zip code 21502

PART II. FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOXES.)

1. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property?
(_____) YES (_____) NO

2. Is this a merger of a parent corporation into its subsidiary corporation?
(_____) YES (_____) NO

3. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A.) previously owned real property? (___YES ___NO)
B.) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (_____)YES (_____)NO
C.) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (____)YES (____)NO

NOTE: IF ALL ANSWERS TO QUESTIONS 1 THROUGH 3 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE SECTION III. GO ON TO PART IV. COMPLETE SECTIONS B, C & D OF PART IV IF THIS IS A TAXABLE TRANSACTION. IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART IV.

PART III. FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this transfer of real property subject to agricultural transfer tax?
(____)YES (__X__)NO

2. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer tax ?
(__X__)YES (____)NO

NOTE: IF THE ANSWER TO QUESTION 2 IS YES, THE TRANSACTION IS TAXABLE BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 3, 4 AND 5. GO ON TO PART IV.

3. Is this a transfer of real property under a reorganization described in §368(A) of the Internal Revenue Code or under §371 through 374 of the Internal Revenue Code?
(____)YES (____)NO

NOTE: IF THE ANSWER TO QUESTION 3 IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART III AND GO ON THE PART IV. IF THE ANSWER IS NO, CONTINUE ON WITH QUESTION 4.

4. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation?
(____)YES (____)NO

(OVER)

LIBER 033 FOLIO 789

LIBER 0576 PAGE 871

NOTE: IF THE ANSWER TO QUESTION 4 IS YES, PLEASE ANSWER QUESTIONS 4A, 4B AND 4C. IF THE ANSWER IS NO, SKIP QUESTIONS 4A, 4B AND 4C AND GO ON TO QUESTION 5.

Is this real property being transferred to:

4A.) a person who was an original shareholder of the corporation?
(____)YES (____)NO

4B.) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation?
(____)YES (____)NO

4C.) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?
(____)YES (____)NO

5. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (____)YES (____)NO

6. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

6A.) previously owned the real property? (____)YES (____)NO

6B.) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (____)YES (____)NO

6C.) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (____)YES (____)NO

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 4 IS YES AND THE ANSWER TO ANY OF QUESTIONS 4A, 4B, 4C, 5, 6A, 6B, OR 6C IS YES; OR (2.) THE ANSWER TO QUESTION 4 IS NO AND THE ANSWER TO ANY OF QUESTIONS 5, 6A, 6B, or 6C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART IV.

PART IV. COMPLETE SECTIONS A, B, C & D OF PART IV IF PART III QUESTION 2 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART III QUESTION 2 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A.) CONSIDERATION FOR REAL PROPERTY CONVEYED $ 150,000.00

B.) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. $ 65,920.00

C.) ALL PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY _____ HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED _____ HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)

D.) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

CUMBERLAND PAINT & GLASS CO., INC.
(NAME OF CORPORATION)

Robert S. Paye
ROBERT S. PAYE, Attorney for Transferee
(MUST BE OFFICER, AGENT OF ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY

MARYLAND RECORDATION TAX PAID:	$ 495.00
MARYLAND TRANSFER TAX PAID:	750.00
LOCAL TRANSFER TAX PAID:	N/A
( )	
TOTAL:	$ 1245.00

APPROVED FOR RECORD 12/5/08

BY
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 0333 PAGE 790

CM

Compared and Mail Delivered
TO. CSX Transportation Jacksonville FL
500 Water Street J904
Dec 16 19 87

LIBER 0576 PAGE 872

CORRECTED CERTIFICATES OF CONVEYANCE

CERTIFICATE OF [XX] MERGER

[ ] TRANSFER

[ ] CONSOLIDATION

[ ] SHARE EXCHANGE

TO: [XX] Clerk of the Circuit Court for ALLEGANY COUNTY (LAND RECORDS)

[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this office on December 16, 1987

1) The name of each party to the Articles is THE CHESAPEAKE AND OHIO RAILWAY COMPANY (A VA. CORP.) into CSX TRANSPORTATION, INC. (A VA. CORP.)-Survivor.

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is CSX TRANSPORTATION, INC. (A VA. CORP.).

As Witness my hand and the Official seal of the said Department at Baltimore this 17th day of October, 1988.

Dean W. Kitchen
Corporate Administrator

AT 5-076

CONFIRMATORY CERTIFICATE OF CONVEYANCE

PART I

1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City) Allegany County

2. TRANSFEROR The Chesapeake and Ohio Railway Company, a Virginia corporation

3. TRANSFEREE CSX Transportation, Inc., a Virginia corporation

4. CERTIFICATE OF CONVEYANCE ACCOMPANYING: (PLEASE CHECK APPROPRIATE BOX)

_____ ARTICLES OF TRANSFER

_____ ARTICLES OF MERGER

_____ ARTICLES OF CONSOLIDATION

__X__ DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS OR FOREIGN LIMITED PARTNERSHIPS

5. INTEREST IN LAND AFFECTED: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.) Description attached.

6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME CSX Transportation, Inc.

_____, ADDRESS 500 Water Street

Jacksonville, Florida zip code 32202

PART II

1. Is this a transfer of real property subject to agricultural transfer tax?

(____)YES (__X__)NO

PART III

Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code or under Section 371 through Section 374 of the Internal Revenue Code? (__X__)YES (____)NO

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV, AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV

FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOXES.)

1. Is this a merger where a limited partnership is a party to the merger?

(____)YES (____)NO

NOTE: IF THE ANSWER TO QUESTION 1. IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI. IF THE ANSWER IS NO, GO ON THE QUESTIONS 2, 3, AND 4.

2. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property?

(____)YES (____)NO

3. Is this a merger of a parent corporation into its subsidiary corporation?

(____)YES (____)NO

4. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A) previously owned real property? (____YES ____NO)
B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (____YES ____NO)
C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (____YES____NO)

NOTE: IF ALL ANSWERS TO QUESTIONS 2 THROUGH 4 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B,C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

PART V

FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes?

(____)YES (____)NO

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3 AND 4. GO ON TO PART VI.

(OVER)

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (_____)YES (_____)NO

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE BEGINNING WITH 2A.

Is this real property being transferred to:

2A) a person who was an original shareholder of the corporation?
(_____)YES (_____)NO

2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation?
(_____)YES (_____)NO

2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?
(_____)YES (_____)NO

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (_____)YES (_____)NO

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporatio

4A) previously owned the real property? (_____)YES (_____)NO

4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (_____)YES (_____)NO

4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (_____)YES (_____)

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B OR 4C IS YES: OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B. OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTIONS IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON THE PART VI.

PART VI COMPLETE SECTIONS A, B, C, & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A.) CONSIDERATION FOR REAL PROPERTY CONVEYED $_____

B.) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. $_____

C.) ALL PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY _X_ HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED _X_ HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)

D.) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

CSX Transportation, Inc. (Corporate Secty
(NAME OF CORPORATION)

Patricia J. Hensley
(SIGNATURE AND TITLE)

(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY

MARYLAND RECORDATION TAX PAID: _____
MARYLAND TRANSFER TAX PAID: _____
LOCAL TRANSFER TAX PAID: _____
( )
TOTAL: N/A

APPROVED FOR RECORD 10/3/88

BY _____
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

This Confirmatory Certificate of Conveyance is to correct the property description in that Certificate of Conveyance from The Chesapeake and Ohio Railway Company to CSX Transportation, Inc. recorded among the Corporate Records of Allegany County in Liber 33, folio 545.

AFTER RECORDATION RETURN TO:

WHITEFORD, TAYLOR & PRESTON
ATTN: JOSEPH N. SCHALLER
7 SAINT PAUL STREET
SUITE 1400
BALTIMORE, MARYLAND 21201-1626

3065 0162

:8
: O RAILROAD
)PERTY LISTINGS

ALLEGANY

\NCH/LINE

ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
1	CUMBERLAND	95927	1.00 AC LOWER RD. - TOWN HILL 182X234/251 (MICRO WAVE STA.)		OP	3,240
4	CUMBERLAND	03683	12.24 AC. R/W 1.53 MI		OP	3,960
		48318	LOT NS THOMAS, W OF OLD TOWN RD. (50X125)	MN 1	NONOP	1,850
		48334	LOTS 513-514 VIRGINIA AVE. - 8,160 SF	MN/LL	NONOP	2,420
		48369	LOT ON THOMAS ST. - 4,627 SF	MN/KK	NONOP	2,160
		48377	LOTS 31-32 LAING AVE. - 5,000 SF	DP 72	NONOP	1,470
		48385	1.87 AC BET B&O RR & CANAL (OLD GLASS HOUSE)	DP 82	NONOP	16,160
		48393	PT LOTS 16831 BOTH SIDES MD. AVE. 5X100 & 5/130 (WATER PIPE)	MN 10A	NONOP	340
		48415	LOTS 29-30 LAING AVE. - 3,000 SF	DP 73	NONOP	880
		48423	.368 AC. SIDE TRACT RT OF AT QUEEN ST.		OP	110
		48431	79.654 AC. VIRGINIA AVE. & OFFUTT ST.		OP	335,540
		48458	11.5 AC. R/W PT OF YARD		OP	49,690
		48474	.111 AC. BET. R/W & QUEEN ST.		OP	1,430
		48482	RR LOTS 130-142 LAING AVE. RR LOTS		OP	5,010

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'88
& O RAILROAD
:OPERTY LISTINGS

ALLEGANY

:ANCH/LINE

'ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			114-122			
		48490	PCL B CONTAINING RR LOTS 114-142 INC 1488 SQ.FT.		OP	180
		48695	1.18 AC IN YARD	VS40.1(4&5)	NONOP	10,200
			ICE PLANT BUILDINGS	VS40.1(4&5)	NONOP	10,540
		49616	0.038 AC FOR WM. CONN (NR KING ST.)	MN/LL	OP	480
	5 CUMBERLAND	01870	6 AC. R/W .75 MILES		OP	1,940
		29198	R/W LAND - 0.13 AC .06 MI TRACT VIADUCT JUNCTION		OP	40
	CUMBERLAND	02668	8 AC R/W 1.0 MILE		OP	2,590
		04423	AVIRETT AVE. TRIANGULAR 38X232		OP	1,600
		44107	PT LOT 114 N. LEE ST. (REAR) - 11,007 SF/.25 AC	MN/24	NONOP	6,480
		44115	PT 138-139 NWC FAYETTE ST. & RR (TRI LOT 180X90) - 8,100 SF	23	NONOP	2,950
		44123	PT LOT 16 GREEN ST. (50X170) - 8,500 SF	MN/25	NONOP	3,480
	OS CUMBERLAND	02676	24 AC. R/W 3 MILES		OP	7,770
		34377	50 ACS. R/W 6.25 MILES		OP	16,200
	BRADY	25564	PT DARROWS FARM IS. FR. GUNNING	VS40.2(4), P5	NONOP	890

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NCH/LINE T.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			2.6 AC NR BRADY STATION			
	RAWLINGS	25572	0.25 AC WS OF RR R/W NR BRADY STA.	VS40.2(7), P9	NONOP	80
14	CUMBERLAND	6001	LOT SES CENTER & VIADUCT 30X95 TRI-800 SF	MN/19	NONOP	690
		6028	LOT SWS CENTER & VIADUCT 18X100-1,800 SF W/18' REAR ON BOW ALLEY	MN/20	NONOP	1,550
		6036	LOT SWS MECHANIC ST. & VIADUCT 33X193 - 4,950 SF	MN/22	NONOP	4,270
		6044	LOT SES MECHANIC ST. & VIADUCT 30X100 - 3,000 SF	MN/21	NONOP	2,590
16		01260	24.48 AC. R/W 3.06 MILES		OP	7,930
		02399	10.289 AC. OLDTOWN RD.		OP	44,730
		11878	.035 AC LOWER UHL HIGHWAY	22	NONOP	40
			.655 AC LOWER UHL HIGHWAY	22	OP	0
		11886	0.33 AC UHL HIGHWAY	23	NONOP	350
			0.89 AC UHL HIGHWAY	23	OP	0
		11894	0.48 AC UHL HIGHWAY & FISHER RD.	26	NONOP	510
			1.41 AC UHL HIGHWAY & FISHER RD.	26	OP	0
		11908	0.96 AC REAR UHL HIGHWAY	MN/B	NONOP	1,030

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'88
& O RAILROAD
'OPERTY LISTINGS

ALLEGANY

'ANCH/LINE

'ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			1.90 AC REAR UHL HIGHWAY	MN/B	OP	0
		11916	0.13 AC MEXICO FARM RD.	MN/A	NONOP	130
			3.28 AC MEXICO FARM RD.	MN/A	OP	0
		11924	0.31 AC (.52) REAR OLDTOWN RD.	MN/C	NONOP	330
			0.12 AC (.52) REAR OLDTOWN RD.	MN/C	OP	0
		11932	0.29 AC UHL HIGHWAY	MN/D	NONOP	310
			0.19 AC UHL HIGHWAY	MN/D	OP	0
		11940	2.55 AC REAR UHL HIGHWAY	MN/E	NONOP	2,750
			0.91 AC REAR UHL HIGHWAY	MN/E	OP	0
		11959	0.10 AC UHL HIGHWAY	MN/F	NONOP	100
			0.20 AC UHL HIGHWAY	MN/F	OP	0
		11967	0.11 AC REAR UHL HIGHWAY	MN/G	NONOP	110
			0.25 AC REAR UHL HIGHWAY	MN/G	OP	0
		11983	12.31 AC TASCHENBERGER FARM	1	NONOP	13,290

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3 O RAILROAD
OPERTY LISTINGS

ALLEGANY

ANCH/LINE

ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			6.275 AC TASCHENBERGER FARM	1	OP	0
		11991	0.53 AC MEXICO FARM RD.	2	NONOP	570
			9.61 AC MEXICO FARM RD.	2	OP	0
		12009	0.16 AC REAR UHL HIGHWAY	3	NONOP	170
			0.46 AC REAR UHL HIGHWAY	3	OP	0
		12033	0.12 AC OLDTOWN RD.	8	NONOP	120
			0.58 AC OLDTOWN RD.	8	OP	0
		12041	0.04 AC UHL HIGHWAY	7	NONOP	40
			0.73 AC UHL HIGHWAY	7	OP	0
		12068	0.94 AC OLDTOWN RD	6	NONOP	1,010
			1.24 AC OLDTOWN RD	6	OP	0
		12076	2.26 AC OLDTOWN RD	5	NONOP	2,440
			1.81 AC OLDTOWN RD	5	OP	0
		12084	1.16 AC OLDTOWN RD.	38/11	NONOP	2,540

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'88
& O RAILROAD
OPERTY LISTINGS

ALLEGANY

ANCH/LINE

ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			1.44 AC OLDTOWN RD.	38/11	OP	0
			IMPROVEMENTS ON OLDTOWN RD.	38/11	NONOP	5,200
17		04328	3.05 AC ON DAN'S MT. NR DAN'S ROCK (MICROWAVE SITE) LIB 476,FOLIO 388	17	OP	5,560
			IMPROVEMENTS (MICROWAVE SITE)	17	OP	670
	ELLER-CORRIGAN	11955	LOT 40X100 (STA. 183+) WILLIS CR & JENNINGS RUN	VS68.1	NONOP	120
		11963	39.207 AC R/W LAND		OP	12,700
		11971	2.67 AC ADJOINING R/W		OP	860
	CUMBERLAND	15567	SEC UNION ST. R/W TO HARRISON ST. 234X40 - 12,402 SF	MN/13	NONOP	8,030
9		42985	6 AC. R/W .75 MILE		OP	1,940
1		00505	18 AC. R/W 2.25 MILES		OP	5,830
	BRADY	07755	OPP. KEYSER-LAND IN RIV.-MARTINS IS 22.34 AC	VS40.2(1), P80	NONOP	4,590
	--TOTAL ALLEGANY					622,780

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LIBER 0133 PAGE 749

BYRON WESTON CO RECORD LINEN RECORD

LIBER 0333 PAGE 800

Compared and Mail Delivered
TO Att. Clement Street
NOV 16 1988

LIBER 0576 PAGE 882

NOV 23 1988
...ITY
...SSMENT DEPT.

CERTIFICATE OF [ ] MERGER
[X] TRANSFER
[ ] CONSOLIDATION
[ ] SHARE EXCHANGE

TO: [ ] Clerk of the Circuit Court for _____
[X] ALLEGANY COUNTY Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this office on NOVEMBER 14, 1988.

1) The name of each party to the Articles is M & L TREAD SERVICE , INC. (A MD CORP.)-TRANSFEROR AND W & E TREAD SERVICE, INC. (A MD CORP.)-TRANSFEREE.

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is W & E TREAD SERVICE, INC.
206 CLEMENT STREET
CUMBERLAND, MD. 21502.

As Witness my hand and the Official seal of the said Department at Baltimore this 22ND day of NOVEMBER, 1988.

DEAN W. KITCHEN
CORPORATE ADMINISTRATOR

AT 3-076

LIBER 033 FOLIO 891 LIBER 0576 PAGE 883

CERTIFICATE OF CONVEYANCE

PART I

1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Allegany County

2. TRANSFEROR M & L Tread Service, Inc.

3. TRANSFEREE W & E Tread Service, Inc.

4. CERTIFICATE OF CONVEYANCE ACCOMPANYING: (PLEASE CHECK APPROPRIATE BOX)
X ARTICLES OF TRANSFER
_____ ARTICLES OF MERGER
_____ ARTICLES OF CONSOLIDATION
_____ DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS OR FOREIGN LIMITED PARTNERSHIPS

5. INTEREST IN LAND AFFECTED: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.) Tax Accounts Nos. 04012534 & 04041879, Liber 512, folio 621 & Liber 515, folio 419 among the Land Records of Alleagny County, Maryland.

6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME W & E Tread Service, Inc.
_____, ADDRESS 206 Clement Street,
Cumberland, Maryland zip code 21502

PART II 1. Is this a transfer of real property subject to agricultural transfer tax?
(_____)YES (_X_)NO

PART III Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code or under Section 371 through Section 374 of the Internal Revenue Code? (_____)YES (_X_)NO

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV, AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOXES.)

1. Is this a merger where a limited partnership is a party to the merger?
(_____)YES (_____)NO N/A

NOTE: IF THE ANSWER TO QUESTION 1. IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI. IF THE ANSWER IS NO, GO ON THE QUESTIONS 2, 3, AND 4.

2. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property?
(_____)YES (_____)NO N/A

3. Is this a merger of a parent corporation into its subsidiary corporation?
(_____)YES (_____)NO
N/A

4. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:
N/A

A) previously owned real property? (_____YES _____NO)
B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (_____YES _____NO)
C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (_____YES_____NO)

NOTE: IF ALL ANSWERS TO QUESTIONS 2 THROUGH 4 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B,C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION. IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

PART V FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes?
(_X_)YES (_____)NO

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3 AND 4. GO ON TO PART VI.

(OVER)

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2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (_____)YES (_____)NO

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE BEGINNING WITH 2A.

Is this real property being transferred to:

2A) a person who was an original shareholder of the corporation?
(_____)YES (_____)NO

2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation?
(_____)YES (_____)NO

2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?
(_____)YES (_____)NO

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (_____)YES (_____)NO

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

4A) previously owned the real property? (_____)YES (_____)NO

4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (_____)YES (_____)NO

4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (_____)YES (_____)NO

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTIONS IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON THE PART VI.

PART VI COMPLETE SECTIONS A, B, C, & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A.) CONSIDERATION FOR REAL PROPERTY CONVEYED $ 65,000.00

B.) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. $ 83,700.00

C.) ALL PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY X HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED _____ HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)

D.) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

W & E Tread Service, Inc.
(NAME OF CORPORATION)

(SIGNATURE AND TITLE)
(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY

MARYLAND RECORDATION TAX PAID:	$ 214.50
MARYLAND TRANSFER TAX PAID:	$ 325.00
LOCAL TRANSFER TAX PAID: (Allegany Co	- 0 -
TOTAL:	$ 539.50

APPROVED FOR RECORD 11-14-88

BY Joyce M. Thompson
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

LIBER 0333 PAGE 803

LIBER 0576 PAGE 885

Compared and Mail Delivered
TO. CSX Transportation
500 Water St
Jacksonville Fla
Dec 16 19 87

CORRECTED CERTIFICATE OF CONVEYANCE

CERTIFICATE OF [XX] MERGER

[ ] TRANSFER

[ ] CONSOLIDATION

[ ] SHARE EXCHANGE

TO: [XX] Clerk of the Circuit Court for ALLEGANY COUNTY (LAND RECORDS)

[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this office on April 30, 1987

1) The name of each party to the Articles is THE BALTIMORE AND OHIO RAILROAD COMPANY (A MD. CORP.) into THE CHESAPEAKE AND OHIO RAILWAY COMPANY (A VA. CORP.)-Survivor.

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is THE CHESAPEAKE AND OHIO RAILWAY COMPANY (A VA. CORP.).

As Witness my hand and the Official seal of the said Department at Baltimore this 17th day of October, 1988.

Dean W. Kitchen
Corporate Administrator

AT 3-076

LIBER 033 PAGE 334 LIBER 0576 PAGE 886

CONFIRMATORY CERTIFICATE OF CONVEYANCE

PART I

1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Allegany County

2. TRANSFEROR The Baltimore and Ohio Railroad Company, a Maryland corporation

3. TRANSFEREE The Chesapeake and Ohio Railway Company, a Virginia corporation

4. CERTIFICATE OF CONVEYANCE ACCOMPANYING:
(PLEASE CHECK APPROPRIATE BOX)

_____ ARTICLES OF TRANSFER

_____ ARTICLES OF MERGER

_____ ARTICLES OF CONSOLIDATION

__X__ DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS OR FOREIGN LIMITED PARTNERSHIPS

5. INTEREST IN LAND AFFECTED: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.) Description attached.

6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME CSX Transportation, Inc.

_____, ADDRESS 500 Water Street

Jacksonville, Florida zip code 32202

PART II 1. Is this a transfer of real property subject to agricultural transfer tax?
(_____)YES (__X__)NO

PART III Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code or under Section 371 through Section 374 of the Internal Revenue Code? (__X__)YES (_____)NO

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV, AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOXES.)

1. Is this a merger where a limited partnership is a party to the merger?
(_____)YES (_____)NO

NOTE: IF THE ANSWER TO QUESTION 1. IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI. IF THE ANSWER IS NO, GO ON THE QUESTIONS 2, 3, AND 4.

2. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property?
(_____)YES (_____)NO

3. Is this a merger of a parent corporation into its subsidiary corporation?
(_____)YES (_____)NO

4. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:

A) previously owned real property? (_____YES _____NO)
B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (_____YES _____NO)
C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (_____YES_____NO)

NOTE: IF ALL ANSWERS TO QUESTIONS 2 THROUGH 4 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B,C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

PART V FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes?
_____)YES (_____)NO

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3 AND 4. GO ON TO PART VI.

(OVER)

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (_____)YES (_____)NO

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE BEGINNING WITH 2A.

Is this real property being transferred to:

2A) a person who was an original shareholder of the corporation?
(_____)YES (_____)NO

2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation?
(_____)YES (_____)NO

2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?
(_____)YES (_____)NO

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (_____)YES (_____)NO

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation

4A) previously owned the real property? (_____)YES (_____)NO

4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (_____)YES (_____)NO

4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (_____)YES (_____)NO

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTIONS IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON THE PART VI.

PART VI COMPLETE SECTIONS A, B, C, & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B. C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

A.) CONSIDERATION FOR REAL PROPERTY CONVEYED $_____

B.) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. $_____

C.) ALL PUBLIC TAXES, ASSESSMENTS AND CHARGES DUE ON THE REAL PROPERTY X HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED X HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)

D.) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

The Baltimore and Ohio Railroad Company (Corporate Sec'y)
(NAME OF CORPORATION) (SIGNATURE AND TITLE
(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY
MARYLAND RECORDATION TAX PAID: _____
MARYLAND TRANSFER TAX PAID: _____
LOCAL TRANSFER TAX PAID: _____
( )
TOTAL: N/C

APPROVED FOR RECORD 10/13/88 BY _____
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

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This Confirmatory Certificate of Conveyance is to correct the property description in that Certificate of Conveyance from The Baltimore and Ohio Railroad Company to The Chesapeake and Ohio Railway Company recorded among the Corporate Records of Allegany County in Liber 32, folio 221.

AFTER RECORDATION RETURN TO:

WHITEFORD, TAYLOR & PRESTON
ATTN: JOSEPH N. SCHALLER
7 SAINT PAUL STREET
SUITE 1400
BALTIMORE, MARYLAND 21201-1626

3063 0266

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& O RAILROAD
OPERTY LISTINGS

ALLEGANY

3365 0288

ANCH/LINE

ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
1	CUMBERLAND	95927	1.00 AC LOWER RD. - TOWN HILL 182X234/251 (MICRO WAVE STA.)		OP	3,240
4	CUMBERLAND	03683	12.24 AC. R/W 1.53 MI		OP	3,960
		48318	LOT NS THOMAS, W OF OLD TOWN RD. (50X125)	MN 1	NONOP	1,850
		48334	LOTS 513-514 VIRGINIA AVE. - 8,160 SF	MN/LL	NONOP	2,420
		48369	LOT ON THOMAS ST. - 4,627 SF	MN/KK	NONOP	2,160
		48377	LOTS 31-32 LAING AVE. - 5,000 SF	DP 72	NONOP	1,470
		48385	1.87 AC BET B&O RR & CANAL (OLD GLASS HOUSE)	DP 82	NONOP	16,160
		48393	PT LOTS 16&31 BOTH SIDES MD. AVE. 5X100 & 5/130 (WATER PIPE)	MN 10A	NONOP	340
		48415	LOTS 29-30 LAING AVE. - 3,000 SF	DP 73	NONOP	880
		48423	.368 AC. SIDE TRACT RT OF AT QUEEN ST.		OP	110
		48431	79.654 AC. VIRGINIA AVE. & OFFUTT ST.		OP	335,540
		48458	11.5 AC. R/W PT OF YARD		OP	49,690
		48474	.111 AC. BET. R/W & QUEEN ST.		OP	1,430
		48482	RR LOTS 130-142 LAING AVE. RR LOTS		OP	5,010

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:ANCH/LINE

'ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			114-122			
		48490	PCL B CONTAINING RR LOTS 114-142 INC 1488 SQ.FT.		OP	180
		48695	1.18 AC IN YARD	VS40.1(485)	NONOP	10,200
			ICE PLANT BUILDINGS	VS40.1(485)	NONOP	10,540
		49616	0.038 AC FOR WM. CONN (NR KING ST.)	MN/LL	OP	480
5	CUMBERLAND	01870	6 AC. R/W .75 MILES		OP	1,940
		29198	R/W LAND - 0.13 AC .06 MI TRACT VIADUCT JUNCTION		OP	40
6	CUMBERLAND	02668	8 AC R/W 1.0 MILE		OP	2,590
		04423	AVIRETT AVE. TRIANGULAR 38X232		OP	1,600
		44107	PT LOT 114 N. LEE ST. (REAR) - 11,007 SF/.25 AC	MN/24	NONOP	6,480
		44115	PT 138-139 NWC FAYETTE ST. & RR (TRI LOT 180X90) - 8,100 SF	23	NONOP	2,950
		44123	PT LOT 16 GREEN ST. (50X170) - 8,500 SF	MN/25	NONOP	3,480
	OS CUMBERLAND	02676	24 AC. R/W 3 MILES		OP	7,770
		34377	50 ACS. R/W 6.25 MILES		OP	16,200
	BRADY	25564	PT DARROWS FARM IS. FR. GUNNING	VS40.2(4), P5	NONOP	890

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\NCH/LINE

ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			2.6 AC NR BRADY STATION			
	RAWLINGS	25572	0.25 AC WS OF RR R/W NR BRADY STA.	VS40.2(7), P9	NONOP	80
14	CUMBERLAND	6001	LOT SES CENTER & VIADUCT 30X95 TRI-800 SF	MN/19	NONOP	690
		6028	LOT SWS CENTER & VIADUCT 18X100-1,800 SF W/18' REAR ON BOW ALLEY	MN/20	NONOP	1,550
		6036	LOT SWS MECHANIC ST. & VIADUCT 33X193 - 4,950 SF	MN/22	NONOP	4,270
		6044	LOT SES MECHANIC ST. & VIADUCT 30X100 - 3,000 SF	MN/21	NONOP	2,590
16		01260	24.48 AC. R/W 3.06 MILES		OP	7,930
		02399	10.289 AC. OLDTOWN RD.		OP	44,730
		11878	.035 AC LOWER UHL HIGHWAY	22	NONOP	40
			.655 AC LOWER UHL HIGHWAY	22	OP	0
		11886	0.33 AC UHL HIGHWAY	23	NONOP	350
			0.89 AC UHL HIGHWAY	23	OP	0
		11894	0.48 AC UHL HIGHWAY & FISHER RD.	26	NONOP	510
			1.41 AC UHL HIGHWAY & FISHER RD.	26	OP	0
		11908	0.96 AC REAR UHL HIGHWAY	MN/B	NONOP	1,030

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'ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			1.90 AC REAR UHL HIGHWAY	MN/B	OP	0
		11916	0.13 AC MEXICO FARM RD.	MN/A	NONOP	130
			3.28 AC MEXICO FARM RD.	MN/A	OP	0
		11924	0.31 AC (.52) REAR OLDTOWN RD.	MN/C	NONOP	330
			0.12 AC (.52) REAR OLDTOWN RD.	MN/C	OP	0
		11932	0.29 AC UHL HIGHWAY	MN/D	NONOP	310
			0.19 AC UHL HIGHWAY	MN/D	OP	0
		11940	2.55 AC REAR UHL HIGHWAY	MN/E	NONOP	2,750
			0.91 AC REAR UHL HIGHWAY	MN/E	OP	0
		11959	0.10 AC UHL HIGHWAY	MN/F	NONOP	100
			0.20 AC UHL HIGHWAY	MN/F	OP	0
		11967	0.11 AC REAR UHL HIGHWAY	MN/G	NONOP	110
			0.25 AC REAR UHL HIGHWAY	MN/G	OP	0
		11983	12.31 AC TASCHENBERGER FARM	1	NONOP	13,290

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OPERTY LISTINGS

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ANCH/LINE

ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			6.275 AC TASCHENBERGER FARM	1	OP	0
		11991	0.53 AC MEXICO FARM RD.	2	NONOP	570
			9.61 AC MEXICO FARM RD.	2	OP	0
		12009	0.16 AC REAR UHL HIGHWAY	3	NONOP	170
			0.46 AC REAR UHL HIGHWAY	3	OP	0
		12033	0.12 AC OLDTOWN RD.	8	NONOP	120
			0.58 AC OLDTOWN RD.	8	OP	0
		12041	0.04 AC UHL HIGHWAY	7	NONOP	40
			0.73 AC UHL HIGHWAY	7	OP	0
		12068	0.94 AC OLDTOWN RD	6	NONOP	1,010
			1.24 AC OLDTOWN RD	6	OP	0
		12076	2.26 AC OLDTOWN RD	5	NONOP	2,440
			1.81 AC OLDTOWN RD	5	OP	0
		12084	1.16 AC OLDTOWN RD.	38/11	NONOP	2,540

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ANCH/LINE

ST.	LOCATION	PCL. #	DESCRIPTION	MAP #	CLASS	VALUE
			1.44 AC OLDTOWN RD.	38/11	OP	0
			IMPROVEMENTS ON OLDTOWN RD.	38/11	NONOP	5,200
17		04328	3.05 AC ON DAN'S MT. NR DAN'S ROCK (MICROWAVE SITE) LIB 476,FOLIO 388	17	OP	5,560
			IMPROVEMENTS (MICROWAVE SITE)	17	OP	670
20	ELLER-CORRIGAN	11955	LOT 40X100 (STA. 183+) WILLIS CR & JENNINGS RUN	VS68.1	NONOP	120
		11963	39.207 AC R/W LAND		OP	12,700
		11971	2.67 AC ADJOINING R/W		OP	860
2	CUMBERLAND	15567	SEC UNION ST. R/W TO HARRISON ST. 234X40 - 12,402 SF	MN/13	NONOP	8,030
9		42985	6 AC. R/W .75 MILE		OP	1,940
1		00505	18 AC. R/W 2.25 MILES		OP	5,830
	BRADY	07755	OPP. KEYSER-LAND IN RIV.-MARTINS IS 22.34 AC	VS40.2(1), P80	NONOP	4,590
--TOTAL ALLEGANY						622,780

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