

LIBER 37 PAGE 1
 ARTICLES OF INCORPORATION
 OF
 ELECTRIC SYSTEMS CORP.
 A Maryland Close Corporation

1982 MAY 15 A 2:38

THIS IS TO CERTIFY:

That I, the subscriber, Robert M. Spery, whose post office address is 110 North Division Street, P.O. Box 307, Salisbury, Wicomico County, Maryland 21801, being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations do by the execution of these Articles of Incorporation indicate my intention of forming a corporation.

ARTICLE I - Name

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

ELECTRIC SYSTEMS CORP.

ARTICLE II - Purpose

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

(1) To engage in and carry on business as an electrical contractor; serve as sub-contractors on sundry buildings; to build, construct, purchase, sell, transfer and engage to the construction trade or the electrical construction trade in any capacities.

(2) To purchase, lease, hire or otherwise acquire machinery, equipment and facilities, and any other property, appliances or equipment which may appertain to or be useful in the conduct of any of the business of the Corporation;

LAW OFFICES
 WEBSTER, WALSH
 & SPERY
 110 N. DIVISION ST.
 LISBURY, MD. 21801
 (301) 749-0333

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 AUG 19-82 B 21:29 *****5.00

1982 MAY 14 P 2:43

(3) To enter into partnerships, joint ventures and other business associations, for any lawful purposes at any location of their choosing within or without the borders of United States of America.

(4) 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 part of the world;

(5) To do anything permitted a corporation by the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

ARTICLE III

Principal Office, Address and Resident Agent

The principal office of the Corporation in the State of Maryland will be maintained at 402 Truitt Street, Salisbury, Wicomico County, Maryland 21801.

The resident agent of the Corporation is John Randall Haney, whose post office address is 713 Regency Drive, P.O. Box 1053, Salisbury, Wicomico County, Maryland 21801. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

Status of Corporation and Election

The corporation elects to be a close corporation pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland and shall exist as a close corporation until such time as the Stockholders by unanimous consent shall file Articles of Amendment to change such status.

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ARTICLE VDirectors

The Corporation elects not to have a Board of Directors; said election to become effective at the time of the organization meeting of the directors and the issuance of at least one share of stock of the corporation are complete. Until the election not to have a Board of Directors becomes effective, John Randall Haney, shall serve as the sole Director of the Corporation.

ARTICLE VIPerpetual Existence

The Corporation shall have perpetual existence.

ARTICLE VIICapital Stock

The total amount of the authorized stock of the Corporation is fifty (50) shares of common stock of One Dollar (\$1.00) par value each share, aggregating Fifty Dollars (\$50.00).

The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, One Dollar par value, for such consideration as said stockholders may deem advisable, as permitted by law, after first obtaining the unanimous approval of all stockholders of the Corporation.

ARTICLE VIIIAmendment

The Corporation upon unanimous approval of the stockholders reserves the right to amend, alter, change or repeal any provisions contained in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of May, 1982.

TEST:

Linda A. Hastings

Robert M. Spery (SEAL)

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 12th day of May, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Robert M. Spery and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Linda A. Hastings
Notary Public



My Commission Expires: 7/1/82

5

LIBER 37 PAGE 5
ARTICLES OF INCORPORATION
OF
ELECTRIC SYSTEMS CORP.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 14, 1982 at 2:43 o'clock P. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2542, folio 0526, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Keith



A 126341
8204477

Received for record *Aug 19, 1982* and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 1-5.

R. James Smith (Clerk)

*Ex & M John R. Harey, 713 Regency Drive, P.O. Box 1053,
Salisbury, Md. 21801 8/30/82*

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ARTICLES OF INCORPORATION

OF

CHESAPEAKE INSURANCE AGENCY, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, John R. Lerch, whose post office address is North Division and West Church Streets, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, by virtue of the general laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these Articles.

SECOND: That the name of the said close corporation (which is hereinafter called the "Corporation") is

CHESAPEAKE INSURANCE AGENCY, INC.

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

(a) To engage in and conduct an insurance agency including the issuance of insurance policies and bonds with any and all forms which are customarily associated with the insurance business and to do anything else associated with the operation of a going insurance agency.

(b) To carry on and conduct any other lawful related business or businesses and to own, manage, buy lease, sell and encumber property of every kind and description used or useful in connection therewith.

(c) To have and exercise any and all of the powers and authority conferred upon the Corporation by Maryland law except those (if any) limited, restricted or denied by the provisions of these Articles, or the By-Laws of the Corporation, or any agreement among its stockholders authorized by the provisions of Maryland law relating to close corporations.

FOURTH: The post office address of the principal office of the Corporation in this State is North Division Street and West Church Streets, Salisbury, Maryland 21801. The resident agent of the Corporation is John B. Long II whose address is 124 East Main Street, P. O. Box 259, Salisbury, Maryland, 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is . One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have one director, John R. Lerch, who shall serve until the organizational meeting, at which time the Board of Directors shall cease to exist and thereafter there shall be no Board of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation on this 30th day of April, 1982.

TEST:

[Signature]

[Signature] (SEAL)
John R. Lerch

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 30th day of April, 1982, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared John R. Lerch, and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:
July 1, 1982

Connie M. Jodd
Notary Public

AUG 19-82 * 21292 * 5.00
AUG 19-82 B #21292 *****5.00

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ARTICLES OF INCORPORATION

OF

CHESAPEAKE INSURANCE AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 7, 1982 at 10:22 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2541, folio 1188, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$20.00 Recording fee paid \$20.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. [Signature]



A 126039
8204198

Received for Record Aug. 19, 1982 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folio 658.

A. James Smith Clerk

Ex + D John B. Long, II, Atty. 8/30/82

15

JAMES E. BAKER ELECTRIC, INC.

A Maryland Close Corporation
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: This is to certify that I, the subscriber, George G. Strott, Jr., 130 E. Main Street, P.O. Box 132, Salisbury, Maryland, being at least 18 years of age, do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles

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

JAMES E. BAKER ELECTRIC, INC.

THIRD: This Corporation shall be a Close Corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which this Corporation is formed are as follows:

(a) Electrical contracting, subcontracting, servicing, installation, warranty work, purchasing of electrical supplies, equipment and associated material.

(b) To buy, sell, own, lease, mortgage, rent or otherwise deal in any real or personal property, wheresoever situate;

(c) To undertake, guarantee, assume and pay the indebtedness and liabilities of others, whether related in ownership and interest or otherwise;

(d) To purchase or to otherwise acquire, hold and re-issue shares of its capital stock in accordance with Section 2-105 of the Corporations and Associations Volume of the Annotated Code of Maryland (1975 Edition);

(e) To purchase, acquire or otherwise deal in stock, bonds, or securities of any nature, of any corporation, domestic or foreign, and whether its powers and purposes are similar or dissimilar to those contained herein;

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(f) And generally to carry on any other lawful purpose and/or business and to do every act or thing not inconsistent with law, which may seem to the Corporation's stockholders calculated at any time and from time to time, directly or indirectly to effectuate the aforesaid business and objects, or any of them, or to enhance the value of the Corporations's property and rights.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: Wilton Avenue, Salisbury, Md. 21801. The Resident Agent of the Corporation shall be George G. Strott, Jr., 132 E. Main Street, P.O. Box 132, Salisbury, Md. 21801. Resident Agent is an individual actually residing in Maryland.

SIXTH: The total number of shares of stock which the Corporation has the authority to issue is One Hundred (100) shares, all having no par value, all of one class and all designated common stock. The aggregate authorized capital stock of the corporation is

SEVENTH: The number of Directors of the Corporation shall be initially set at one (1) who shall act until the organizational meeting held pursuant to Section 4-302(a) (1) of the Corporations and Associations Volume of the Annotated Code of Maryland and the first issuance of shares of stock has been completed. Thereafter, the Corporation shall have no Board of Directors and shall be managed by direct action of the stockholders under the authority of Section 4-303 of the Annotated Code of Maryland. The name of the initial Director who shall act until the organizational meeting and the first issuance of shares of stock has been completed, is:

James E. Baker
Wilton Avenue
Salisbury, Maryland 21801

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

1. The stockholders may from time to time and at any time before the issuance of shares of stock, classify or reclassify unissued shares by fixing or altering in any one or more aspects 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.

2. NO contract or transaction of any nature between this corporation and any individual, firm, or other corporation, shall be void or voidable solely by reason of the fact that any Director or Directors of this corporation authorizing such contract or other transaction has a conflicting interest therein, directly or

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indirectly, whether as an actual party thereto, or as an officer or stockholder of such other corporation, or of any nature whatsoever, provided the fact of the common directorship, conflicting or common interest is disclosed to the corporation's directors and the transaction is ratified by the disinterested members of the Board of Directors or the stockholders as provided in Section 2-419 of the Corporations and Associations Volume of the Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: The above granted powers to the Corporation and to the stockholders are in furtherance, and not in limitation of, the general powers conferred by law upon the Corporation and its stockholders and directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act this 30th day of April, 1982.

WITNESS:

Margaret L. Inutt George G. Strott, Jr. (SEAL)
George G. Strott, Jr.

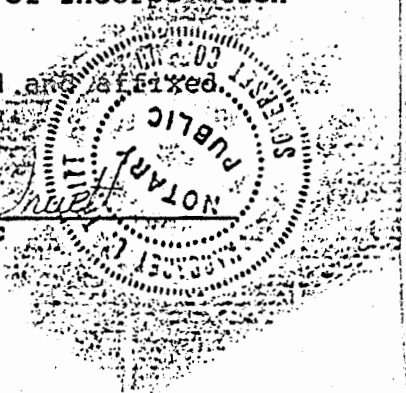
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 30th day of April, 1982, before me, the subscriber, personally appeared George G. Strott, Jr. and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

My Commission Expires 7/1/82

Margaret L. Inutt
Notary Public



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ARTICLES OF INCORPORATION

OF

JAMES E. BAKER ELECTRIC, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 4, 1982 at 10:26 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2541, folio 30306 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. [Signature]



A 125897

8203999

Received for record Aug. 19, 1982 and recorded in the
Comp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 9-12.

A. James Smith Clerk

Ex & D George G. Strott, Jr., Atty. 8/30/82

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LIBER 37 PAGE 13

ADEL FOODS, INC.

A Maryland Close Corporation
Organized Pursuant to Title Four of
the Corporations and Associations Article
of the Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: WE, RICHARD E. CULLEN and HUGH KRISTIAN HANSON, whose post office address is P. O. Box 109, Salisbury, Maryland, 21801, 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 ADEL FOODS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purpose for which the Corporation is formed is: 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 132 East Main Street, P. O. Box 109, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Hugh Kristian Hanson, Esquire, Cullen, Insley & Hanson, P. O. Box 109, 132 East Main Street, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) each, all of which shares are designated "Common Capital Stock". The

LAW OFFICES
CULLEN, INSLEY
& HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801

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B RF 21294 5.00

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aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The number of directors shall be two, which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified is: Hugh Kristian Hanson and Richard E. Cullen.

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, 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, we have signed these Articles of Incorporation, this 21st day of April, 1982, and we acknowledge the same to be our act.

WITNESS:

Nancy L. Howell
D. Marie Bunting

Richard E. Cullen (SEAL)
 Richard E. Cullen
Hugh Kristian Hanson (SEAL)
 Hugh Kristian Hanson

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ARTICLES OF INCORPORATION

OF

ADEL FOODS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 28, 1982 at 10:38 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2540, folio 12575 of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

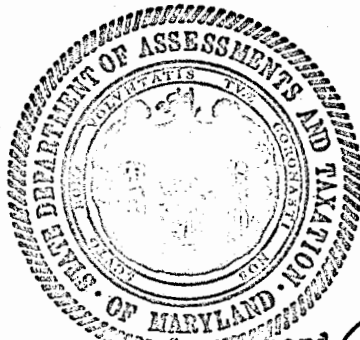
Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 125679
8203755

Received for record Aug. 19, 1982 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 32, Folios 13-16.

A. James Smith Clerk

Ex + D Hugh K. Hanson, Esq., CDVA 8/30/82

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BOOK 005 PAGE 708

C1337

DUKES' STOCKYARD, INC. AUG 18-82 B #26096 *****533

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 15th day of May, 1981, by and between Dukes' Stockyard, Inc., a Maryland Corporation (hereinafter referred to as the "Transferor"), and MONTGOMERY G. DUKES and JUNE P DUKES, his wife, (hereinafter referred to as the "Transferees").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferees, as tenants by the entireties, the survivor of them, their assigns and the heirs and assigns of the survivor, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferees are: Montgomery G. Dukes and June P. Dukes, his Wife, Route 1, Eden, Maryland 21822.

THIRD: The name and State of Incorporation of the Corporation party to these Articles of Sale and Transfer is as follows: Transferor is Dukes' Stockyard, Inc., a Corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferees for the property and assets hereby transferred to them is NONE. The Transferees are the sole stockholders of said Corporation and are transferring their stock in said Corporation in exchange for the assets transferred.

FIFTH: The principal office of the transferor is in the Town of Eden, Wicomico County, State of Maryland. The only County in which transferor owns property, the title to which could be effected by the recording of an instrument among the Land Records, is Wicomico County, Maryland.

SIXTH: The location of the principal office of transferees in the State of Maryland is Route 1, Eden, Maryland 21822.

RICHARDSON,
ANDERSON & HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P.O. BOX 258
ALISBURY, MARYLAND
21801

(301) 742-8744

Transferees do not hereby assume any of transferor's debts, obligation or undertakings and will not be liable therefor except as otherwise expressly agreed in writing.

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 the transferor as 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 transfer of the stock of the Transferees in the Transferor to the Transferor, and NO other consideration, transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to transferees, as tenants by the entireties, the survivor of them, their assigns, and the heirs and assigns of the survivor, the hereinafter described property:

Item One: All right, title and interest in and to a mortgage from Hatfield Packing Company, a Pennsylvania Corporation, to Dukes' Stockyard, Inc. and Montgomery G. Dukes and June P. Dukes, said mortgage dated April 30, 1981, and recorded

RICHARDSON,
ANDERSON & HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P.O. BOX 258
SALISBURY, MARYLAND
21801

(301) 742-8744

BOOK 005 PAGE 707

among the Land Records of Wicomico County, Maryland, in Liber A.J.S. No. 958, Folio 198.

Item Two: All that lot or parcel of land, and including all rights-of-ways or easements over, across of under said land, situate, lying and being in Trappe Election District, Wicomico County, State of Maryland, and on the Westerly side of and binding upon Stockyard Road (County Road No. 366) and being in all respects the same land that was conveyed unto Dukes Brothers Livestock, Inc. from Montgomery G. Dukes and June P. Dukes, his wife, by deed dates April 30, 1969, and recorded among the aforesaid Land Records in Liber J.W.T.S. No. 691, Folio 310, and by confirmatory deed from Montgomery G. Dukes and June P. Dukes, his wife, to Dukes Brothers Stockyard, Inc., dated May 27, 1969, and recorded among the aforesaid Land Records in Liber J.W.T.S. No. 692, Folio 363, EXCEPTING THEREFROM, however, the land that was conveyed unto Hatfield Packing Company, a Pennsylvania Corporation, by deed dated April 30, 1981, and recorded among the aforesaid Land Records in Liber A.J.S. No. 958, Folio 194.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by transferor, a Maryland Corporation, and transferees, 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, Dukes' Stockyard, Inc., and Montgomery G. Dukes and June P. Dukes, his wife, 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 transferor by its President and attested by the Secretary, and by the transferees, as of the day and year first

RICHARDSON,
ANDERSON & HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P.O. BOX 258
LISBURY, MARYLAND
21801

(301) 742-6744

mentioned above.

ATTEST:

DUKES' STOCKYARD, INC.

June P. Dukes
Secretary

Montgomery G. Dukes
President

John T. Layton Jr
Witness

Montgomery G. Dukes
Montgomery G. Dukes

John T. Layton Jr
Witness

June P. Dukes
June P. Dukes, his wife

THE UNDERSIGNED, President of Dukes' Stockyard, 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.

Montgomery G. Dukes
President

THE UNDERSIGNED, who executed the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledge, that the foregoing Articles of Sale and Transfer to be their act and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all

RICHARDSON,
ANDERSON & HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
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SALISBURY, MARYLAND
21801
(301) 742-8744

LIBER 37 PAGE 21 BOOK 005 PAGE 719 01341

material respects, under the penalties of perjury.

Montgomery G. Dukes
Montgomery G. Dukes

June P. Dukes
June P. Dukes, his wife

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SEP-7-82 B 22614D *****23.00

RICHARDSON,
ANDERSON & HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P.O. BOX 258
SALISBURY, MARYLAND
21801

(301) 742-8744

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LIBER 37 PAGE 22
ARTICLES OF SALE AND TRANSFER

BETWEEN
DUKES STOCKYARD, INC. (MD. CORP.) Transferor
AND
MONTGOMERY G. DUKES AND JUNE P. DUKES (His Wife) Transferee

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 6, 1982 at 10:15 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2538, folio 01333 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
4.00 Certif. to Wicomico Co. Land Office
\$ 24.00

To the clerk of the Circuit Court of Somerset 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



Filed for Record Sept 7, 1982 A 124658 and recorded in the Corp.
Records of Wicomico County, Maryland in Liber A.J.S.
37, Folios 17-22
8202846

[Handwritten Signature] Cler.

FILED

AUG 18 10 32 AM '82

RECORDED
LIBER 37 FOLIO 17-22
BY *[Signature]* DEPUTY

BOOK 005 PAGE 711

7. UER, Atty.

bt

Ex + D UER, Atty. 9/15/82

RESOLUTION FOR CHANGE
OF PRINCIPAL OFFICE

At a Special Meeting of the stockholders of B.A. Investment Corp., a Maryland close corporation, on April 10, 1982, at which meeting all stockholders attended, the following resolution was adopted:

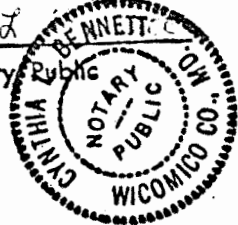
RESOLVED, that the principal office of the Corporation shall be changed to 410 West College Avenue, Salisbury, Maryland 21801, effective April 10, 1982.

Dated: April 10, 1982 Paul A. Allen
Secretary

CERTIFIED TRUE COPY

Cynthia L. Bennett

Notary Public



SEP 22-82 * 23525 *****125
SEP 22-82 B 23525 *****125

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

B A INVESTMENT CORP.

1410

received for record June 9, 1982

, at 8:30 A.M.

and recorded on Film No. 2543

2

Frame No. 3224 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Wicomico County

AA No 20597A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

Mr. Clerk Mail to: Long, Law, Hughes & Bahen
P. O. Box 259
Salisbury, Maryland 21801

md

Received for Record Sept. 22, 1982 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 23-24.

A. James Smith Clerk

Ev + D L R H B. Attor. 9/27/82

13,640-D

LIBER 37 PAGE 25
ARTICLES OF AMENDMENT
OF

REDDISH, GRAY, GORE, D.D.S., P.A.

REDDISH, GRAY, GORE, D.D.S., P.A., a Maryland Corporation, hereinafter called "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

1. The Charter of the Corporation is hereby amended by striking out ARTICLE SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

"The name of the Corporation is:
REDDISH & GRAY, D.D.S., P.A."

2. At the date of execution of these Articles of Amendment, the total number of shares of stock which the Corporation has authority to issue is One Thousand Shares (1,000) all of one class, of which Three Hundred (300) shares are outstanding.

3. That the post office address of the principal office of the Corporation is 531-3-4 Riverside Drive, Salisbury, Maryland, 21801.

4. The Board of Directors of the Corporation, at a meeting duly convened and held on May 22, 1982, adopted resolutions which set forth the foregoing amendment to the Charter, declaring that, said Amendment to the Charter was advisable and directed that, subject to the consent of the stockholders of the Corporation, pursuant to Section 2-505 of the Corporations and Associations Articles of the Annotated Code of Maryland, 1975 Volume it is adopted.

5. A consent in writing to the aforesaid Articles of Amendment was signed by the stockholders of the Corporation, such consent is filed with the records of the Corporation, and the adoption of the foregoing Articles of Amendment has been advised

LAW OFFICES
CULLEN, INSLEY
& HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801

1982 MAY 26 A 10:33

LIBER 37 PAGE 26

by the Board of Directors and approved by the stockholders of the Corporation in the manner and by the votes required under Title 2 of the Corporations and Associations Article of the Annotated Code of Maryland, 1975 Volume.

IN WITNESS WHEREOF, Reddish, Gray, Gore, D.D.S., 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 hereunto affixed by its Secretary on the 22 day of May, 1982.

ATTEST: REDDISH, GRAY, GORE, D.D.S., P.A.

Elliott J. Gray
Elliott J. Gray, Sec.

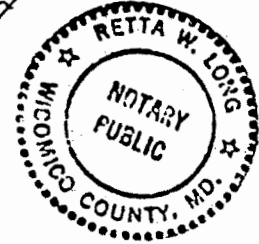
By: Richard M. Reddish
Richard M. Reddish, President

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 25th day of May, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Richard M. Reddish, President of Reddish, Gray, Gore, D.D.S., P.A., a Maryland corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; at the same time personally appeared Elliott J. Gray, and made oath in due form of law that he was the Secretary, at a meeting of the Board of Directors at which the Articles of Amendment set forth were authorized and the matters and Articles set forth in this instrument are true to the best of his knowledge.

AS WITNESS my hand and Notary Seal.

Retta W. Long Mills
Notary Public



SEP 22-82 * 2538 ***** 5.00
SEP 22-82 B 2538 ***** 5.00

LAW OFFICES
CULLEN, INSLEY
& HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801

LIBER 37 PAGE 27
ARTICLES OF AMENDMENT

OF

REDDISH, GRAY, GORE, D.D.S., P.A.

Changing its name to:

REDDISH & GRAY, D.D.S., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 28, 1982 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

2

Recorded in Liber 2543, folio 3704, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127012

8205082

Received for Record Sept. 22, 1982 and recorded in the
corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 25-27.

D. James Smith Clerk

Ex + D CD & H, Atty. 9/27/82

ARTICLES OF AMENDMENT
OF
NATIONAL VAULT COMPANY, INC.

National Vault Company, Inc., having its principal office at Cross Way and Pine Way, Salisbury, Maryland 21801 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as "Department"), that:

FIRST: The Charter of the Corporation is hereby amended to include a statement of election to be a close corporation and from and after the date of acceptance of the Articles of Amendment by the Department, the Corporation elects to be a "close corporation" as follows:

The Corporation shall be a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND: The Charter of the Corporation is hereby amended by striking Article Sixth and by substituting in lieu thereof:

SIXTH: The Corporation elects to have one person constitute the Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director, whose name is John R. Ebelein."
H.

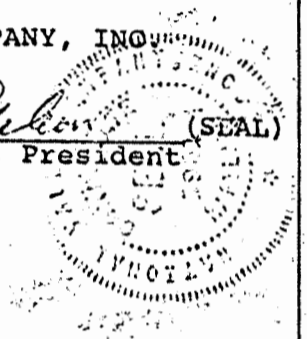
THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to, and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation, duly approved the foregoing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

IN WITNESS WHEREOF, National Vault Company, Inc., has caused these premises to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 30th day of April, 1982, and its President acknowledged that these Articles of Amendment are the act and deed of National Vault Company, 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:

Donald D. Roub

NATIONAL VAULT COMPANY, INC.
 BY: *John H. Ebelein* (SEAL)
 John H. Ebelein, President



SEP 22-82 * 23533 *****5.00
 SEP 22-82 B # 23533 *****5.00

LAW OFFICES
 LONG, LAWS,
 HUGHES & BAHEN
 124 EAST MAIN STREET
 SALISBURY, MARYLAND 21801

LIBER 37 PAGE 30
ARTICLES OF AMENDMENT

OF
NATIONAL VAULT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1982 at 9:35 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2546, folio 1320 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127881

8206202

drb

Received for Record Sept. 22, 1982 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 28-30.

A. James Smith (clerk)

Eg + D R L H + B. Attn. 9/27/82

LIBER 37 PAGE 31
ARTICLES OF AMENDMENT

OF

PENINSULA ALTERNATOR STARTER CO., INC.

PENINSULA ALTERNATOR STARTER CO., INC., a Maryland corporation, hereinafter called "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

1. The Charter of the Corporation is hereby amended by striking out ARTICLE FOURTH of the Articles of Incorporation and inserting in lieu thereof the following:

"The post office address of the principal office of the Corporation in this State is 231 Lake Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent in this State are David F. Brown, 231 Lake Street, Salisbury, Maryland 21801. Said Resident Agent is a citizen of Maryland and actually resides therein."

2. At the date of execution of these Articles of Amendment, the total number of shares of stock of all classes which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, without par value, of which One Hundred (100) shares are outstanding.

3. That the post office address of the principal office of the corporation is 231 Lake Street, Salisbury, Maryland 21801.

4. The Board of Directors of the Corporation, at a meeting duly convened and held on June 1, 1982, adopted resolutions which set forth the foregoing amendment to the Charter, declaring that, said Amendment to the Charter was advisable and directed that, subject to the consent of the stockholders of the Corporation, pursuant to Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, 1975 Volume, it is adopted.

5. A consent in writing to the aforesaid Articles of Amendment was signed by the stockholders of the Corporation, such consent is filed with the records of the Corporation, and the adoption of the foregoing Articles of Amendment has been

Handwritten mark resembling a stylized 'A' or '1'.

LAW OFFICES
CULLEN, INSLEY
& HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801

SEP 22-82 * 2527 *****5.00
SEP 22-82 B 2527 *****5.00

1982 JUN 16 A 9:24

advised by the Board of Directors and approved by the stockholders of the Corporation in the manner and by the votes required under Title 2 of the Corporations and Associations Article of the Annotated Code of Maryland, 1975 Volume.

IN WITNESS WHEREOF, Peninsula Alternator Starter Co., 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 by its Secretary on the 15th day of June, 1982.

ATTEST:

PENINSULA ALTERNATOR STARTER CO., INC.

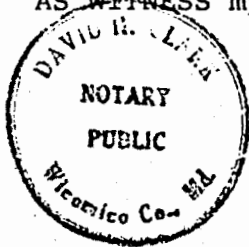
Diane Brown
Diane Brown, Secretary

By: David F. Brown
David F. Brown, President

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 15th day of June, 1982, before me, the Subscriber, a Notary Public of the State and County aforesaid personally appeared David F. Brown, President of Peninsula Alternator Starter Co., Inc., a Maryland Corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; at the same time personally appeared Diane Brown, and made oath in due form of law that she was the Secretary, at a meeting of the Board of Directors at which the Articles of Amendment set forth were authorized and the matters and Articles set forth in this instrument are true to the best of her knowledge.

AS WITNESS my hand and Notary Seal.



[Signature]
Notary Seal

LAW OFFICES
CULLEN, INSLEY
& HANSON
132 E. MAIN ST.
SALISBURY, MD. 21801

LIBER 37 PAGE 33
ARTICLES OF AMENDMENT

OF

PENINSULA ALTERNATOR STARTER CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 16, 1982 at 9:24 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2545, folio 3527 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127671

8205797

drb

Received for Record Sept 22, 1982 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 31-33.

A. James Smith (Clerk)

Ex & re David F. Brown, 231 Lake St., Salisbury,
Md. 21801 9/27/82

LIBER 37 PAGE 34
CHRISTIAN COVENANT CHURCH

ARTICLES OF AMENDMENT

Christian Covenant Church, a Maryland religious corporation having its principal office in Wicomico County, Maryland (sometimes hereinafter "Church") and the Board of Trustees of the Church (sometimes hereinafter "Trustees" or "Board") hereby certify and verify to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Church is hereby amended pursuant to Sections 5-308 and 309 of the Corporations and Associations Article of the Annotated Code of Maryland by striking out all Articles of Incorporation or Amendment or provisions thereof filed by the Church to date and inserting in lieu thereof the following:

SECOND: This Church was originally formed as The Circle Church of Salisbury by Articles of Incorporation filed with the State Department of Assessments and Taxation ("Department") on February 22, 1978. Certain amendments to such Articles were made by Articles Of Amendment And Restatement filed with the Department on September 13, 1978. The name of the Church was changed to Christian Covenant Church of Salisbury and certain other amendments were made by Articles of Amendment filed with the Department on September 23, 1980. This Church is presently

SEP 22-82 * 23526 *****2.50
SEP 22-82 B 23526 *****2.50

3263

LIBER 37 PAGE 35

in good standing with the Department. A majority of the Trustees of the Church proposed and adopted a resolution which declared these Articles of Amendment advisable, and called a meeting of all adult members of the Church to vote on these Articles, giving at least ten (10) days written notice of the time, place and purpose of the meeting to each adult member of the Church by either delivering to him in person or leaving at his residence or usual place of business or by mailing such notice to him at his address as it appears in the Church Record Book, and that these Articles of Amendments were approved by the affirmative vote of a majority of the adult members present at said meeting.

THIRD: The name of this Church is:

"THE CHRISTIAN COVENANT CHURCH OF SALISBURY"

FOURTH: The address of the principal place of worship of the Church shall be Wicomico Youth & Civic Center, Glen Avenue, Salisbury, Maryland 21801, or such other place as the Trustees shall from time to time designate.

FIFTH: The address of the principal office of the Church is 413 West College Avenue, Salisbury, Wicomico County, Maryland 21801.

SIXTH: The Resident Agent of the Church is Peter H. Gannaway of 413 West College Avenue, Salisbury, Wicomico County, Maryland 21801, who actually resides at said address.

SEVENTH: The purposes for which this Church is formed include: establishing and maintaining a place of worship, uniting a people of like faith in the bonds of brotherly love and fellowship, meeting together to truly worship God in spirit and in truth, receiving spiritual teaching, pointing the lost to the way of life by publishing at home and abroad the true plan of salvation, exhorting the believers to be filled with the Holy Spirit and providing rules of Christian conduct, based upon the Word of God.

The Church shall have the authority to exercise all the power conferred upon religious corporations under the laws of the State of Maryland.

The Church is organized exclusively for religious 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).

The Church is organized exclusively for non-profit purposes.

EIGHTH: The Trustees shall be elected at the annual meeting to be held on the first Sunday of December in each year by majority vote of the members present. The Minister shall give notice of said election by public announcement in the Church on the two consecutive Sundays immediately preceding the day of said election. The Trustees shall be organized collectively as a Board and shall consist of a total of five (5) members to be

composed of four (4) members of the Church and the Minister of the Church. If there is more than one Minister the Senior Minister shall be a Trustee of the Church. The Minister's membership on the Board of Trustees is not subject to election, but his appointment is automatic by virtue of his status as Minister of the Church, and accordingly he will serve an indefinite term; should the Minister terminate his association with the Church because of death, disability, removal, redesignation, or for any other reason, the vacancy thus created on the Board shall be filled by the next duly chosen and appointed Minister of the Church. However, if there is more than one Minister of the Church at the time and the Senior Minister terminates his association with the Church, the remaining Trustees shall select a Junior Minister to serve on the Board until the Senior Minister is replaced by the Church, at which time the newly appointed and selected Senior Minister shall serve on the Board and any then serving Junior Minister shall resign.

The four lay members on the Board shall serve two (2) year terms. Any lay members serving as Trustee on the Board who fail to serve their full term of two (2) years because of death, disability, removal or resignation shall have their vacancy filled by a majority vote of the surviving or remaining members of the Board of Trustees.

The Trustees shall act on behalf of the members and congregation of the Church and manage the estate, property and interest and inheritance of the Church. They shall attend to all papers concerning loans; money borrowed; renting, buying, and

selling property; and the disposal of the proceeds as they shall determine. They shall also hold in Trust for the Church all property committed to them. They shall be empowered, with the consent of a majority of the members present at a business meeting, to execute one or more mortgages or other loan documents on the property of said Church now or hereafter acquired as security for its financial obligations.

NINTH: The Church shall have Elders whose primary role is to provide spiritual guidance and leadership in the Church. They shall assume the office of Elder with the assent of a majority of the members present at a regular Sunday worship service. Notice of the proposed assumption of office by an Elder shall be given during the two (2) Sunday worship services preceding the Sunday at which assent to the Eldership will be requested. Elders shall be annually reaffirmed or disaffirmed in office by a majority of the members present at a regular Sunday worship service during the month of February.

There shall be no minimum or maximum number of Elders. The Minister shall be considered an Elder.

All decisions of the Elders shall be made by a majority of the members of that body.

TENTH: No part of the net earnings of the Church shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Church 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 SIXTH hereof. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church 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 Church 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). Notwithstanding any other provision of these Articles, this Church shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Church.

ELEVENTH: Upon the dissolution of the Church, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations

organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or 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), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Wicomico County, Maryland or any like Court of like jurisdiction in which the principal office of the Church 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.

TWELFTH: The Trustees may adopt, and from time to time, amend By-Laws of the Church, provided such By-Laws be not inconsistent with these Articles of Amendment nor contrary to the laws of the State of Maryland or of the United States. Adoption of any such By-Laws or amendments thereto shall be by a majority of the members of the Board.

THIRTEENTH: Any person who considers himself a believer in Jesus Christ and a participant in the Church shall be considered a member of the Church.

IN TESTIMONY WHEREOF, we have hereunto set our names and affixed our seals, this 17th day of May in the year Nineteen Hundred and Eighty-two.

Peter H. Gannaway (SEAL)
Peter H. Gannaway

Emily H. McNelia (SEAL)
Emily H. McNelia

John C. Seipp (SEAL)
John C. Seipp

Jon P. Sherwell (SEAL)
Jon P. Sherwell

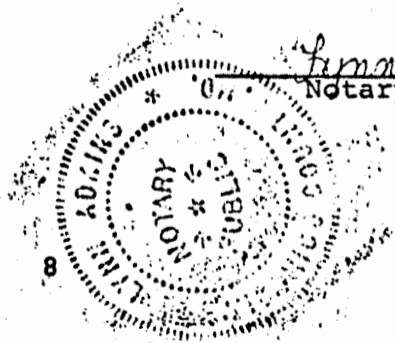
Richard N. Yobst (SEAL)
Richard N. Yobst

STATE OF MARYLAND,
COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 17th day of May, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Peter H. Gannaway, Emily H. McNelia, John C. Seipp, Jon P. Sherwell and Richard N. Yobst and each acknowledged the foregoing Articles of Amendment to be the Articles adopted by the congregation of The Christian Covenant Church of Salisbury, Maryland at a meeting held on the 18th day of April, 1982, in accordance with the notice given as aforesaid and at the place therein designated and that the said persons had been previously elected as Trustees of the said Church.

AS WITNESS my hand and Notarial Seal.

My commission expires:
July 1, 1982



James Adkins
Notary Public

OF
CHRISTIAN COVENANT CHURCH

Changing its name to:

THE CHRISTIAN COVENANT CHURCH OF SALISBURY

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 21, 1982 at 9:17 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2545, folio 3261, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127627

Received for Record Sept. 22, 1982 and recorded in the 8205625
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 34-42.

A. James Smith Clerk

bt

Ex + 4x Peter H. Garnaway, 413 W. College Ave.

LIBER 37 PAGE 43
ARTICLES OF AMENDMENT

OF

THE PAPER PEOPLE CO., INC.

94.

The Paper People Co., Inc., having its principal office at Cross Way and Pine Way, Salisbury, Maryland 21801 (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as "Department"), that:

FIRST: The Charter of the Corporation is hereby amended to include a statement of election to be a close corporation and from and after the date of acceptance of the Articles of Amendment by the Department, the Corporation elects to be a "close corporation" as follows:

The Corporation shall be a close corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND: The charter of the Corporation is hereby amended by striking Article Sixth and by substituting in lieu thereof:

"SIXTH: The Corporation elects to have one person constitute the Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is John R. Ebelein."

THIRD: 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 approved 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.

LAW OFFICES
LONG, LAWS,
HUGHES & BAHEN
124 EAST MAIN STREET
SALISBURY, MARYLAND 21801

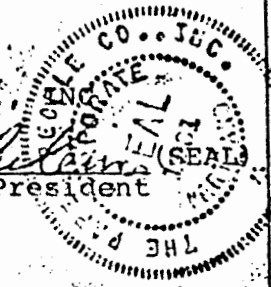
IN WITNESS WHEREOF, The Paper People Co., Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 22nd day of April, 1982, and its President acknowledged that these Articles of Amendment are the act and deed of The Paper People Co., 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:

Leticia D. McStall
 Secretary

THE PAPER PEOPLE CO.

BY *John R. Ebelein*
 John R. Ebelein, President



SEP 22-82 * 2324 ***** 5.00
 SEP 22-82 B 2324 ***** 5.00

LAW OFFICES
 LONG, LAWS,
 HUGHES & BAHEN
 124 EAST MAIN STREET
 SALISBURY, MARYLAND
 21801 - 0259

LIBER 37 PAGE 45
ARTICLES OF AMENDMENT
OF
THE PAPER PEOPLE CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1982 at 9:35 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2546, folio 2393, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127928

8206203

Received for Record Sept. 22, 1982 and recorded in the
corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 43-45.

A. James Smith Clerk

bt

Ex & D L R H B, Atty. 9/27/82

LIBER 37 PAGE 46

TIN-TOP, INC.

ARTICLES OF AMENDMENT

Tin-Top, Inc., a Maryland Corporation, having its principal office at 825 West Isabella Street, Salisbury, Maryland 21801, (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 in order to affect a change of corporate name by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

"SECOND: The name of the Corporation, (which is hereinafter called the "Corporation"), is WESTSIDE BEVERAGES, INC."

SECOND: The Charter of the Corporation is hereby amended in order to affect a change in the Resident Agent by striking in its entirety that part of Article FOURTH relating to William Clifton Holloway, 518 Buena Vista Avenue, Salisbury, Maryland 21801, and substituting in lieu thereof the following:

"FOURTH: The name and post office address of the Resident Agent of the Corporation in this State is Russell C. Dashiell Jr., 124 East Main Street, Salisbury, Maryland 21801. Said Resident Agent is a citizen of this State and actually resides herein."

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) and unanimously approved by all of the stockholders of the Corporation pursuant to Section 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly adopted the foregoing amendment as approved by the stockholders in order to affect the change of the name and resident agent of the Corporation.

IN WITNESS WHEREOF, Tin-Top, 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 its Secretary on this 14th day of June, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Tin-Top, Inc. and, under

00512


LIBER 37 PAGE 47

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:

TIN-TOP, INC.


Patrick G. Congro
Secretary

By: 
George H. Evans, Jr.
President

SEP 22-82 * 23530 *****5.00
SEP 22-82 B #23530 *****5.00

LIBER 37 PAGE 48
ARTICLES OF AMENDMENT

OF

TIN-TOP, INC.

Changing its name to:

WESTSIDE BEVERAGES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 21, 1982 at 10:41 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2547, folio 0510 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 128121

8205994

Received for Record Sept. 22, 1982 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.

Corp. No. 37, Folios 46-48.

A. James Smith Clerk

E. & D. Russell C. Dashiell, Jr., Atty. 9/27/82

00962

LIBER 37 PAGE 49

ARTICLES OF INCORPORATION
OF
JAMES V. ANTENELLI, P.A.

The undersigned, James V. Anthenelli, the Incorporator, being at least eighteen (18) years of age, and whose post office address is 128 East Main Street, P. O. Box 506, Salisbury, Maryland, 21801, desires to form a corporation under the General Laws of the State of Maryland, with particular reference to the Maryland Professional Service Corporation Act, as amended, and does hereby certify:

FIRST: The name of the Corporation (hereinafter called the "Corporation") is:

JAMES V. ANTENELLI, P.A.

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

1. To engage in every aspect of the general practice of law;
2. To enter into partnerships, joint ventures, and other business associations for any lawful purpose;
3. To invest its funds in real estate, mortgages, stocks, bonds, and any other type of investment, and to own real and personal property necessary for the rendering of professional legal services; and
4. To exercise those powers set forth in Section 2-103, Corporations and Associations Article, Annotated Code of Maryland (1975), as amended from time to time, subject to the limitations set forth in the Maryland Professional Service Corporation Act, as amended from time to time.

THIRD: The post office address of the principal office of the Corporation in this State is 128 East Main Street, P. O. Box 506, Salisbury, Maryland, 21801.

1982 JUN 21 10:15

FOURTH: The Resident Agent of the Corporation is James V. Anthenelli, a citizen and actual resident of the State of Maryland, whose post office address is 128 East Main Street, P. O. Box 506, Salisbury, Maryland, 21801.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of common stock, without par value.

SIXTH: The Corporation has one (1) Director; provided, however, the number of Directors may be increased pursuant to the By-laws of the Corporation. Until the First Annual Meeting or until his successor is chosen and has qualified, James V. Anthenelli shall serve as the Director of the Corporation.

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 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 lift 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 warrants 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 by 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 SEVENTH
3.

EIGHTH: (1) As used in this Article EIGHTH, any word or words which 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 corpo-

0966

LIBER 37 PAGE 53

rate 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 18th day of June, 1982, and I acknowledge same to be my act.

WITNESS:

Cheryl Marsi

INCORPORATOR

James V. Anthenelli
James V. Anthenelli

SEP 22-82 * 23531 *****5.00
SEP 22-82 B #23531 *****5.00

54 *for*

LIBER 37 PAGE 54
ARTICLES OF INCORPORATION
OF
JAMES V. ANTHENELLI, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 22, 1982 at 10:15 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber *2546*, folio *0961*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127818

8206040

Received for record *Sept. 22, 1982* and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. *37*, Folios *49-54*.
A. James Smith Clerk

drb

Ex + D James V. Anthenelli, Atty. 9/27/82

LIBER 37 PAGE 55
 ARTICLES OF INCORPORATION
 OF
 MORTON J. OWRUTSKY, P.A.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, MORTON J. OWRUTSKY, whose address is 618 Twin Tree Road, Salisbury, Wicomico County, State of Maryland, being at least twenty-one (21) years of age, and being duly licensed and legally authorized to render legal professional services, do, under and by virtue of the General Laws of the State of Maryland, in particular the Professional Service Corporation Act authorizing the formation of Professional Service Corporations, associate myself with the intention of forming a Professional Service Corporation by the execution and filing of these Articles.

SECOND: The name of the Professional Service Corporation (hereinafter called the Corporation) is:

MORTON J. OWRUTSKY, P.A.

THIRD: The general nature of the business to be transacted by the Corporation shall be and is to engage in every aspect of the general practice of law. The professional services involved in the Corporation's practice of law may be rendered only through its officers, agents and employees who are duly authorized and licensed to practice law in the State of Maryland.

This Corporation shall not engage in any business other than the practice of law. However, this Corporation may invest its funds in real estate, mortgages, stocks, bonds, and other types of investments, and may own real and personal property necessary for the rendering of the professional services authorized hereby, and shall at all times, have and enjoy all the other rights, privileges, powers, and immunities provided under the General Laws of the State of Maryland, or any future addition thereto or enlargements thereof, which apply to this Corporation.

FOURTH: The mailing address of the principal office of the Corporation is 701 Roland Avenue, Salisbury, Wicomico County, Maryland 21801-1170. The resident agent of the Corporation is MORTON J. OWRUTSKY, 701 Roland Avenue, Salisbury, Wicomico County, Maryland 21801-1170. 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 Ten Thousand shares (10,000 shares) having a par value of Ten Dollars (\$10.00) per share, all of which shares are of one (1) class and are designated "Common Capital Stock". The aggregate par value of all shares having par value is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

(a) All stock issued shall be fully paid and non-assessable.

(b) The stockholders shall have no pre-emptive rights with respect to the stock of the Corporation, and the Corporation may issue and sell its common

SEP 22-82 * 23532 *****5.00
 SEP 22-82 B 23532 *****5.00

stock from time to time without offering such shares to the stockholders then holding shares of common stock.

SIXTH: The Corporation shall have not less than one (1) nor more than nine (9) Directors, and MORTON J. OWRUTSKY shall act as such until the first annual meeting or until his successors are duly chosen and qualified. The number of Directors may be changed in any lawful manner as the By-Laws may, from time to time provide.

SEVENTH: The stock of this Corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Maryland, and who are employees, officers or agents of this Corporation. In the event that a stockholder:

- (a) becomes disqualified to practice law in this State, or
- (b) is elected to a public office or accepts employment, that pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a lawyer, or
- (c) ceases to be an employee, officer or agent of the Corporation or
- (d) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this Corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this Corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these Articles, or the By-Laws of this Corporation, or
- (e) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholders, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately cancelled by this Corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which, in the absence of By-Law provision or written agreement between the Corporation and its stockholders, or written agreement among its stockholders, shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeit and is cancelled by the Corporation, shall forthwith cease to be an employee, officer, director or agent of the Corporation, and except to receive payment for this stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the Corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this Corporation.

EIGHTH: Upon the death of a stockholder, his stock shall be subject to purchase by the Corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this Corporation, or by written agreement between the Corporation and its stockholders or by written agreement among the stockholders, in a manner consistent with law and these Articles.

00434

LIBER 37 PAGE 57

NINTH: No stockholder of this Corporation may sell or transfer any of such stockholder's share of stock in this Corporation except to another individual who is then duly authorized and licensed to practice law in the State of Maryland and then only after the proposed sale or transfer shall have been first approved, at a stockholders' meeting specially called for such purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws. In such stockholders' meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

The Corporation's shareholders are specifically authorized from time to time to adopt By-Laws not inconsistent herewith restraining the alienation of shares of stock of this Corporation and providing for the purchase or redemption by the Corporation of its shares of stock.

TENTH: In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The Corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

3. No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Corporation in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ELEVENTH: This Corporation reserved the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

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TWELFTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 22nd day of June, 1982.

WITNESS:

Sandra W. Sargent

Morton J. Owrutsky (SEAL)

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 22nd day of June, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared MORTON J. OWRUTSKY, and he acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Sandra W. Sargent
NOTARY PUBLIC
My Commission Expires: 7/1/82

LIBER 37 PAGE 59
ARTICLES OF INCORPORATION

OF
MORTON J. OWRUTSKY, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 23, 1982 at 8:50 o'clock A M. as in conformity
with law and ordered recorded. 5

Recorded in Liber 2547, folio 0431, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



A 128108

Received Record Sept. 22, 1982 and recorded in the 8206108
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 55-59.

A. James Smith Clerk

Executed by Morton J. Owrutsky, Atty. 9/27/82

LIBER 37 PAGE 60
 ARTICLES OF INCORPORATION
 OF
D & D AMUSEMENTS, INCORPORATED

To: STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION
 301 West Preston Street
 Baltimore, Maryland

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the corporation law of the State of Maryland, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation (which is hereafter called the "corporation") is D & D Amusements, Incorporated.

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

(a) To engage in the business of leasing and selling vending machines; and to do each and everthing which a corporation organized in the State of Maryland may lawfully do.

THIRD: The address including street and number of the principal office of the corporation is:

1011 Camden Avenue
 Salisbury, Maryland 21801

Should the corporation change its principal address or the address of its resident agent, such change shall be designated by filing for record with the State Department of Assessments, a certified copy of a resolution of the corporation's Board of Directors authorizing the change of address.

1982 JUN 18 A 10:18

SEP 22-82 * 23528 *****5.00
 SEP 22-82 B 23528 *****5.00

01200

LIBER 37 PAGE 61

FOURTH: The name and address, including street and number, of the resident agent of the corporation is:

David Mackes
1011 Camden Avenue
Salisbury, Maryland 21801

FIFTH: The aggregate number of shares which the corporation is authorized to issue is 10,000 common, with a par value of \$.10 per share. There shall be one class of stock to be denominated as common stock as above specified in the amount of 10,000 common shares with a par value of \$.10 per share. These 10,000 common shares, with a par value of \$.10 per share shall be the aggregate par value of all shares of all classes of stock.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation are two and the names and addresses, including street numbers 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:

<u>Name</u>	<u>Address</u>
David Mackes	1011 Camden Avenue Salisbury, Maryland 21802
Dean H. Lewis	Box 49A Mears, Virginia 23409

SEVENTH: The name and address, including street and number of the incorporator is:

<u>Name</u>	<u>Address</u>
David Mackes	1011 Camden Avenue Salisbury, Maryland


EIGHTH: The period of the corporation's existence is perpetual.

NINTH: The preferences, qualifications, limitations, restrictions and special or relative rights in respect to the shares of common stock are none.

TENTH: The provisions limiting or denying the shareholders the preemptive right to acquire additional shares of the corporation are none.


ELEVENTH: The provisions for the regulation of the internal affairs of the corporation and the specific agreement between all shareholders regarding the operation of this corporation are to be set forth in the corporation's By-laws and any relevant shareholder agreements.

Dated: 6/16, 1982


DAVID MACKES
Incorporator

State of Maryland,
County of Wicomico :

Sworn to before me this 16th day of June, 1982.


NOTARY PUBLIC
My Commission Expires:
7/1/82

LIBER 37 PAGE 63
ARTICLES OF INCORPORATION

OF

D & D AMUSEMENTS, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 18, 1982 at 10:18 o'clock A M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2546, folio 1198 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127857

Received for Record Sept. 22, 1982 and recorded in the 8205917
corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 60-63.

A. James Smith Clerk

bt

Ex 47m David Mackes, 1011 Camden Avenue, Salisbury,

ARTICLES OF INCORPORATION

ATLANTIC TERMITE & PEST CONTROL, INC.
(a close corporation)

FIRST: I, Raymond S. Smethurst, Jr., whose post office address is One Plaza East, Salisbury, Maryland 21801, 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 Atlantic Termite & Pest Control, Inc.

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

(1) to engage in the mercantile trade or business; and to engage in any other lawful purpose and/or business;

(2) to do anything permitted by §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 643 Liberty Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Raymond S. Smethurst, Jr., One Plaza East, Salisbury, Maryland 21801. 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 (5000) shares of common stock, without par value.

SIXTH: Unless there shall be an election to have directors by a majority vote of the stockholders and these Articles are amended as may be required for it to do so, the Corporation shall have no directors and the stockholders shall manage the business and affairs of the Corporation by their direct action and may exercise all powers of directors. Until stock is issued, Raymond S. Smethurst, Jr. shall be the sole director of the Corporation.

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:

SEP 22-82 * 23529 ***** 00
SEP 22-82 B 23529 ***** 00

(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 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.

(3) The Corporation may and, if it enters into an agreement to do so, shall be required, according to the terms thereof, to purchase or redeem shares of its stock for a consideration greater than the net asset value per share, provided, however, that the Corporation shall purchase and redeem its stock only out of surplus unless otherwise permitted 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, 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: Indemnification. Unless otherwise decided by a majority vote of the Board of Directors of the Corporation:

(1) As used in this Article NINTH, any 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 Corpo-

ration in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section or other applicable law.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation shall not be required to indemnify him or her in connection with a proceeding, but may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section or other applicable law; 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.

TENTH: RESTRICTION OF TRANSFERABILITY OF STOCK. Unless otherwise agreed by all of the holders of stock of the corporation and the subscribers for such stock:

(1) No sale, transfer or assignment of stock of the Corporation or any interest in such stock shall be valid or create any rights in any person or entity (and no stock shall be transferred on the books of the Corporation) until such stock or interest therein has first been offered in writing to the other stockholders of the Corporation and to the Corporation at a price designated by the stockholder desiring to sell, transfer or assign such stock or interest therein, and the other stockholders and the Corporation shall for sixty (60) days after receipt of such offer have the right or "first option" to purchase all of the stock or interest therein for the price so designated, and if they shall fail to do so, then the stock or interest therein may be sold, assigned

and transferred for the price so designated during the six (6) months immediately following the sixty (60) day period referred to above, provided, however, that the stock shall remain subject to this provision, which shall restrict its sale, transfer and assignment by any transferee or subsequent owner of the stock.

(2) No pledge, hypothecation, escrow or other creation of a lien or security interest in the stock of the Corporation shall have any force, operation and effect unless the Corporation and all stockholders shall have consented to it in writing at or after the time of the occurrence or creation thereof, and unless the corporation and all stockholders shall agree to the contrary, their consent to such occurrence or creation shall not exempt the stock or the holder of any lien or security interest in the stock from the provision restricting the sale, transfer or assignment of stock, and any sale, transfer or assignment of the stock pursuant to such lien or security interest shall not be valid unless it complies with that provision, which shall apply fully to the sale of the stock by any transferee or subsequent owner of the stock.

(3) All certificates of stock issued by the Corporation shall be marked at issuance to state: "The sale, transfer and assignment of this stock and any interest in it (and the pledge, hypothecation, escrow or other creation of a lien or security interest in this stock) is restricted by the terms of the Articles of Incorporation, and the Corporation will furnish information about the restriction to the stockholder(s) of this certificate on request and without charge." Any certificates not so marked will be promptly returned to the Corporation to be so marked.

(4) Transfers of the stock of the Corporation or any interest therein by operation of law, such as inheritance, intestate succession, bankruptcy, receivership, guardianship, attachment, levy, execution or otherwise, and the transferees by operation of law of such stock or interests therein shall be subject to the provisions of this Article, which shall apply fully to any sale, transfer, assignment or other act by such transferees and any subsequent owner or holder of the stock or interest claiming by, under or through a transferee by operation of law.

(5) No stockholder shall attempt to sell, transfer or assign the stock of the Corporation or any interest therein without first advising all parties to the transaction of the substance of this Article.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of June, 1982, and I acknowledge the same to be my act.

WITNESS:

Bonnie J. Hansen

Raymond S. Smethurst, Jr. (SEAL)
Raymond S. Smethurst, Jr.

LIBER 37 PAGE 69
ARTICLES OF INCORPORATION
OF

ATLANTIC TERMITE & PEST CONTROL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 21, 1982 at 10:14 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2546, folio 1256 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127869

8205978

Received for Record Sept. 22, 1982 and recorded in the
Clerk's Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 64-67.

A. James Smith Clerk

Ev & D Raymond S. Inethurst, Jr., Atty. 9/27/82

drb

ARTICLES OF INCORPORATION

OF

M & T ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: That I, Victor H. Laws III, the subscriber, whose post office address is 124 East Main Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these articles.

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

M & T ENTERPRISES, INC.

THIRD: That the purposes for which the Corporation is formed are as follows:

(a) To acquire by purchase, lease, or otherwise, lands and interest in lands; to own, hold, improve, develop, and manage any lands so acquired for the purpose of conducting thereon a general trailer park or mobile home park business and for the purpose of renting, leasing, and letting such lands, whether improved or unimproved, for the conduct of any lawful business, trade, or occupation, customarily associated with trailer parks or mobile home parks; and to engage in all necessary and incidental services in connection therewith, including the selling and supplying of gasoline, oil, and other petroleum products, and automobile accessories, and equipment.

(b) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said Company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof.

1982 JUN - 7 P 2:23

SEP 22-82 * 23540 *****5.50
SEP 22-82 B 23540 *****5.50

LIBER 37 PAGE 71

(c) 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 and marketable goods, wares and merchandise of every description.

(d) 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 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, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) 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 sell, lease, use, exercise and develop same, and to grant licenses or other rights in respect thereto.

(f) 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 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.

(g) To guarantee the payment of dividends upon any shares of stock 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

LIBER 37 PAGE 72

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.

(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 so 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.

The foregoing enumeration of the purposes, objects and businesses 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, Stevens Lane, Salisbury, Maryland 21801. The resident agent of the Corporation is Terance J. Houlihan, whose post office address is Route 3, Stevens Lane, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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FIFTH: 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 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have four directors and Terance J. Houlihan, Mary F. Houlihan, Michael T. Houlihan and William P. Houlihan shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

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 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 Bylaws of the Corporation.

(b) No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested; subject however, to the disclosure and ratification provisions of Section 2-419 of the Corporation and Associations Article.

(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 law and this 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) 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.

(e) 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.

(f) 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 may be otherwise provided in this charter.

(g) 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,

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LIBER 37 PAGE 75

voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of 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 other corporations or unincorporations or unincorporated business entities.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 13th day of May, 1982.

WITNESS:

Connie M. Jodd

Victor H. Laws III (SEAL)

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 13th day of May, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Victor H. Laws III and he acknowledged the foregoing Articles of Incorporation to be his respective act.

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

My commission expires:
July 1, 1982

Connie M. Jodd
Notary Public

LIBER 37 PAGE 76
ARTICLES OF INCORPORATION
OF
M & T ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 7, 1982 at 2:23 o'clock P. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2545, folio 60567, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127388
8205393

Received for Record Sept. 22, 1982 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 70-76.

D. James Smith (Clerk)

bjc

*E. & M. Terance J. Houlahan, Stevens Lane, Rt 3,
Salisbury, Md. 21801*

ARTICLES OF INCORPORATION OF
MAGNA MARKETING, INCORPORATED

TO: State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the corporation laws of the State of Maryland, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation (which is hereafter called the "corporation") is MAGNA MARKETING, INCORPORATED.

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

(a) To engage in the business of offering and selling franchises for the operation of advertising programs; and to do each and every thing which a corporation organized in the State of Maryland may lawfully do.

THIRD: The address including street and number of the principal office of the corporation is:

1011 Camden Avenue
Salisbury, Maryland 21801

Should the corporation change its principal address or the address of its resident agent, such change shall be designated by filing for record with the State Department of Assessments, a certified copy of a resolution of the corporation's Board of Directors authorizing the change of address.

FOURTH: The name and address, including street and number, of the resident agent of the corporation is:

David Mackes
1011 Camden Avenue
Salisbury, Maryland 21801

SEP 22-82 * 23541 *****5.00
SEP 22-82 B #23541 *****5.00

1982 JUN -7 P 2:22

reserved
M

FIFTH: The aggregate number of shares which the corporation is authorized to issue is 10,000 common, with a par value of \$.10 per share. There shall be one class of stock to be denominated as common stock as above specified in the amount of 10,000 common shares with a par value of \$.10 per share. These 10,000 common shares, with a par value of \$.10 per share shall be the aggregate par value of all shares of all classes of stock.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation are three and the name and addresses, including street number 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:

<u>Name</u>	<u>Address</u>
David Mackes	1011 Camden Avenue Salisbury, Maryland 21802
Keith Peifer	1011 Camden Avenue Salisbury, Maryland 21801
Robert Yentzer	312 W. Main Street Mechanicsburg, Pennsylvania 17055

SEVENTH: The name and address, including street and number of the incorporator is:

<u>Name</u>	<u>Address</u>
David Mackes	1011 Camden Avenue Salisbury, Maryland 21801

EIGHTH: The period of the corporation's existence is perpetual.

NINTH: The preferences, qualifications, limitations, restrictions and special or relative rights in respect to the shares of common stock are none.

TENTH: The provisions limiting or denying the shareholders the preemptive right to acquire additional shares of the corporation are none.

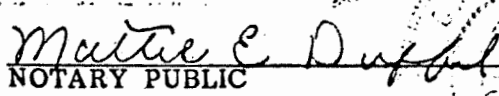
LIBER 37 PAGE 79

ELEVENTH: The provisions for the regulation of the internal affairs of the corporation and the specific agreement between all shareholders regarding the operation of this corporation are to be set forth in the corporation's By-laws and any relevant shareholder agreements.

Dated: June 4, 1982 
DAVID MACKES
Incorporator

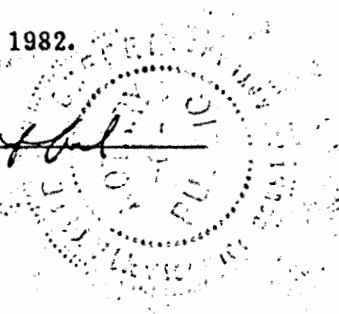
State of Maryland,
County of Wicomico:

Sworn to before me this 4th day of June, 1982.


NOTARY PUBLIC

My Commission Expires:

7/1/82



LIBER 37 PAGE 80
ARTICLES OF INCORPORATION

OF
MAGNA MARKETING, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 8, 1982 at 4:15 o'clock P M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2545, folio 0088 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127367

8205418

Received for Record Sept. 22, 1982 and recorded in the
corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 77-80.

D. James Smith Clerk

bjc

Ex + m David Mackes, 1011 Camden Ave, Salisbury,

LIBER 37 PAGE 81
STEVENS ASSOCIATES, INC.
1982 JUN -7 A 10:08

h

A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Leo J. Stevens, whose post office address is 226 Morris Drive, Salisbury, Maryland 21801, 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 STEVENS ASSOCIATES, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

- (1) To engage in any and all activities dealing with general business investments and services.
 - (2) To engage in any other lawful purpose and/or business;
- and
- (3) 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 226 Morris Drive, Salisbury, Maryland 21801. The name and post office address of the Resident Agent is Leo J. Stevens, 226 Morris Drive, Salisbury, Maryland 21801.. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1000) 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 Leo J. Stevens.

EIGHTH: (1) As used in this Article EIGHTH, any work or words that are defined in Section 2-418 of the Corporations and Associations

LAW OFFICES OF
BANKS & NASON
PROFESSIONAL ASSOC
216 EAST MAIN ST.
P. O. BOX 44
SALISBURY, MD.
21801


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.

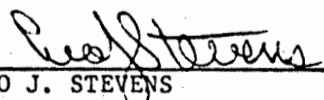
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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 3rd day of Jan, 1982.

WITNESS:




LEO J. STEVENS

LIBER 37 PAGE 83

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 4th day of June, 1982, before me, a Notary Public in and for the State and County aforesaid, personally appeared LEO J. STEVENS and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

[Handwritten Signature]

NOTARY PUBLIC

My Commission Expires: 7/1/82



SEP 22-82 * 2352 *****5.00
SEP 22-82 B #2352 *****5.00

LAW OFFICES OF
BANKS & NASON
PROFESSIONAL ASSOC
216 EAST MAIN ST.
P. O. BOX 44
SALISBURY, MD.
21801

LIBER 37 PAGE 84
ARTICLES OF INCORPORATION
OF
STEVENS ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 8, 1982 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2545, folio 0073 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127364
8205430

Received for Record Sept. 22, 1982 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 37, Folios 81-84.

A. James Smith (Clerk)

E. & M. Leo J. Stevens, 226 Morris Drive, Salisbury, MD 21801 9/22/82

01755

LIBER 37 PAGE 85
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Logan C. Widdowson, whose address is 47 North Somerset Avenue, Princess Anne, Maryland 21853, being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate myself with the intention of forming a corporation by the execution and filing of these Articles.

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

EDEN MINI-MART, INC.

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

A) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

B) To conduct the business of a service station, which business shall include dealing in gasoline and all other petroleum products, all kinds of oils and products used for motor fuel or lubrication, all manner of accessories and appliances to be used on motor vehicles of every description, and other articles and items useful to or desirable for patrons of such a service station; the washing, polishing, and storing of motor vehicles, and such other business as is usual, proper, and necessary in such enterprise.

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

D) 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.

1982 JUN 2 A 19-23

LOGAN C. WIDDOWSON
ATTORNEY AT LAW
NORTH SOMERSET AVENUE
PRINCESS ANNE, MD. 21853
681-3800

SEP 22-82 8 009***** 23543
SEP 22-82 * 23543 ***** 009

E) To carry on and transact, for itself and/or for the 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, wares and merchandise of every description.

F) 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 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, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds, or other securities of the Corporation or otherwise.

G) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas 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.

H) 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 or of 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

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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.

I) To guarantee the payment of dividends upon any shares of stock 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.

J) 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 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 notes, bonds or other obligations of the Corporation for its corporate purposes.

K) To carry on any of the businesses 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 businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

L) 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 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 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 U.S. 13 North, Fruitland, Maryland 21826. The resident agent of the Corporation is Christine L. Snee, whose post office address is U.S. 13 N., Fruitland, Maryland 21826. 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 one thousand shares of the par value of one cent (\$.01) each; all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is ten dollars (\$10.00).

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). The names of the directors, who shall act until the first annual meeting and until their successors shall be duly chosen and qualified, shall be:

- Logan C. Widdowson
- Edmund L. Widdowson, Jr.
- Philip C. Widdowson

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 ATTORNEY AT LAW
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 651-3800

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 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) 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 directors 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 any director of this Corporation who is also a director or officer of such other Corporation or who is so interested may not 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 not vote thereat to authorize any such contract or transaction with like force and effect.

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 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) 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 not 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.

E) 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 or 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.

F) 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

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majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this Charter.

G) 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.

H) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of 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 other corporations or unincorporated business entities.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 1st day of June, in the year nineteen hundred eighty-two.

WITNESS: Dawn M. Dupler Logan C. Widdowson (SEAL)

STATE OF MARYLAND
COUNTY OF SOMERSET
TO WIT:

This is to certify, that on this 1st day of June, 1982, before me, a Notary Public of the State and County aforesaid, personally appeared Logan C. Widdowson; and he and acknowledged the foregoing Articles of Incorporation to be his act.

As witness my hand and Notarial Seal on the day and year last above written.

Dawn M. Dupler
Notary Public

LOGAN C. WIDDOWSON
ATTORNEY AT LAW
NORTH SOMERSET AVENUE
PRINCESS ANNE, MD. 21853
831-3600

*Notary Seal
Dawn M. Dupler*

ARTICLES OF INCORPORATION

OF

EDEN MINI-MART, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1982 at 9:40 o'clock A M. as in conformity with law and ordered recorded.

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Recorded in Liber 2545, folio 1754 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127445

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Received for Record Sept. 22, 1982 and recorded in the Corp. Records of Wicomico County, Maryland in Liber A.J.S. No. 37, Folios 85-92.
A. James Smith Clerk

bt

Ed & Mrs. Christine L. Ince, U.S. 137, Fruitland, Md.

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ARTICLES OF INCORPORATION

OF

POWELL'S SERVICE CORP.
(A Close Corporation)

FIRST: The undersigned, Donna S. Ward, whose post office address is 130 East Main Street, P.O. Box 258, Salisbury, Maryland 21801, being at least twenty-one (21) years of age, does 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:

POWELL'S SERVICE CORP.

THIRD: The Corporation shall be a close corporation as authorized by Section 4101, et al., of the Corporation, and Association Article of the Annotated Code of Maryland.

FOURTH: The purpose for which the corporation is formed is as follows:

HEATING APPARATUS: To design, patent, and procure patents or licenses to manufacture, and to manufacture, buy, sell, import and export, and generally deal in, all kinds of heating apparatus, stoves, furnaces of all kinds, gas and electric stoves and heaters and fireplaces, and all the parts and accessories required for a complete heating unit; to deal in all kinds of fuel saving devices, to repair and overhaul heating apparatus; to generally deal in hardware; to acquire, by purchase or otherwise, real estate, plant or plants, and store or stores necessary to conduct such business.

PLUMBING: To do plumbing, water, gas, and steam fitting of all kinds. To invent, design, manufacture, buy, sell, install, inspect, and repair heating, cooling, ventilating, water supply, lighting, and sewage disposal systems, appliances, apparatus,

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130 EAST MAIN STREET
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SALISBURY, MARYLAND
21801

(301) 742-8744

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machinery, equipment, materials, and supplies of all kinds. To make and furnish estimates of costs for work and materials of the kind above described. To acquire, by competitive bidding or otherwise, make, and perform contracts pertaining to any of the foregoing business. To deal in scrap metal and junk.

To exercise any powers not heretofore set forth as enumerated by the Corporation and Association Article of the Annotated Code of Maryland, Section 2-103, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation is 302 Gumboro Road, Pittsville, Maryland 21850; and the name and post office address of the Resident Agent of the Corporation is Don E. Richardson, 130 East Main Street, P.O. Box 258, Salisbury, Maryland 21801.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is TEN THOUSAND (10,000) Shares, all having a par value of TEN DOLLARS (\$10.00) per share, all of one class, and all designated common stock. The aggregate authorized capital stock of the Corporation is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00).

SEVENTH: After the completion of the organization meeting of the Corporation and the issuance of one or more shares of stock of the Corporation, the Corporation shall have a Board of Directors consisting of at least one (1) member. Until such time, the Corporation shall have one (1) director whose name is: RICHARD A. POWELL.

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 Corporation shall have all the powers of a natural person not specifically denied to it by State or Federal Law.

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NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 2nd day of June, A.D., 1982.

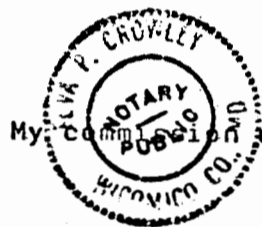
WITNESS:

Elva P. Crowley Donna S. Ward (SEAL)
Donna S. Ward

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 2nd day of June, A.D., 1982, before me, a Notary Public for the State and County aforesaid, personally appeared DONNA S. WARD and she acknowledged the foregoing Articles of Incorporation to be her act and deed.

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



Elva P. Crowley
Elva P. Crowley, Notary Public

My commission expires: 7/1/82

RICHARDSON,
ANDERSON & HELAND
ATTORNEYS AT LAW
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ARTICLES OF INCORPORATION

OF
POWELL'S SERVICE CORP.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 4, 1982 at 9:05 o'clock A M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2544, folio 2429 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Wicomico 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 127194

Received for Record *Sept. 22, 1982* and recorded in the 8205305
Records of Wicomico County, Maryland in Liber A.J.S.
Corp. No. *37*, Folios *93-96*.

A. James Smith Clerk

bt

Ex + D Don E. Richardson, Atty. 9/27/82

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BOOK 005 PAGE 614

ARTICLES OF INCORPORATION
of
SKILLMAN & RILEY, INCORPORATED
A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Louise B. Skillman, whose address is Rt. 1, Box 225, Eden, Maryland 21822, being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, declare my intention to form a corporation by the execution and filing of these Articles.

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

SKILLMAN & RILEY, INCORPORATED

THIRD: The Post Office address of the principal office of the Corporation in this State is Rt. 1, Box 225, Eden, Maryland 21822. The name and Post Office address of the resident agent of the Corporation in this State is Louise B. Skillman, Rt. 1, Box 225, Eden, Maryland 21822.

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

- (a) To operate a market or convenience store selling meats, groceries, pastries, other food stuffs, alcoholic and non-alcoholic beverages, general merchandise, magazines, newspapers, periodicals, gasoline, oil, and other petroleum and automotive products in the Town of Fruitland, County of Wicomico, and in other towns and counties in the State of Maryland, and in any City or State of the United States or any foreign country, and in any of said places to carry on, conduct, and manage any and all business and activities incident to and forming a part of the business of managing, conducting, and

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operating any and all such market or convenience store, wherever the same may be situated, and generally to do any and all things, and to perform any and all acts incident to the business hereinbefore states, including the right to purchase, acquire, hold, and dispose of the stocks, bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds, or other obligations.

(b) To buy, sell, hold, lease, exchange, develop, improve, and operate real estate and buildings.

(c) To purchase or in anywise acquire for use as business premises, for investment, or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, within the State of Maryland, and within any other State or territory of the United States, or elsewhere; and as the consideration for same, to pay cash or to issue the common stock, debenture bonds, mortgage, turn to account, or otherwise deal with all or any part of the property of the Corporation.

(d) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, invention, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

(e) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest, issued or created by any Corporation, joint stock companies,

syndicates, associations, firms, persons, public or private, or by the government of the United States of America, or by any State, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers, and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

(f) To enter into, make, and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government of colony or dependency thereof.

(g) To borrow or raise monies for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether at the time owner or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds, or other obligations of the Corporation for its corporate purposes.

(h) To loan to any person, except officers and directors of the Corporation, firm, or Corporation any of its surplus funds, either with or without security.

(i) To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, 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.

(j) To have one or more offices, to carry on any of its operations and business, and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony, or country.

(k) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Maryland upon corporations formed under the Maryland law, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

(l) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

FIFTH: The total number of shares of the stock which the Corporation has authority to issue is 100 shares of no par value, all of one class. The Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, for such consideration as the Corporation may deem advisable, irrespective of the value or amount of such considerations, after first obtaining unanimous approval of all stockholders of the Corporation.

SIXTH: The Corporation shall have no Board of Directors.

SEVENTH: The person who shall serve as Director until the effective date of the election in Paragraph Sixth supra, shall be Louise B. Skillman, whose address is Rt. 1, Box 225, Eden, Maryland 21822.

EIGHTH: Transactions entered into by this Corporation shall not be invalid or individuals of said Corporation liable, by reason of the fact that he or she has a personal interest in such transactions.