

Articles of Limited Partnership of Transferee and by the laws of the State of Delaware under which Transferee is organized, the managing general partner having full authority under the Articles of Limited Partnership to enter into such sale, assignment and transfer on behalf of Transferee.

TENTH: In consideration of the payment to Transferor of the sums set forth and performance by Transferee in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, the assets set forth in the attached Schedules A and B. The consideration given for the land, and buildings thereon, described in Schedule A is \$456,000.

ELEVENTH: The Transferee has three general partners as its governing body, two of which have executed these Articles of Transfer below.

IN WITNESS WHEREOF, The Delmarva Dempseys, Inc., and Insured Income Properties 1982, parties to these Articles of Transfer, have caused these Articles of Transfer to be signed and acknowledged by their appropriate officers as of this 8th day of AUGUST, 1983.

ATTEST:
Patricia A. Dempsey
Secretary

THE DELMARVA DEMPSEYS, INC.
By Dennis W. Dempsey (SEAL)
Dennis W. Dempsey, Pres.



ATTEST:
Robin Roach
Secretary

INSURED INCOME PROPERTIES 1982
by Franchise Finance Corporation of
America, its managing general partner
By Robin Roach (SEAL)
Robin Roach, Vice Pres.

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TEST:

Robin Roach

M. H. Fleischer (SEAL)
M. H. Fleischer

STATE OF ARIZONA, COUNTY OF MARICOPA, TO WIT:

I HEREBY CERTIFY, that on this 2nd day of August, 1983, before me, the subscriber, a Notary Public for the state and county aforesaid, personally appeared ROBIN ROACH, Vice President of Franchise Finance Corporation of America, managing general partner of Insured Income Properties 1982, who executed the foregoing Articles of Transfer on behalf of said limited partnership for the purposes contained therein.

AS WITNESS my hand and Notarial Seal.



Deborah Ann Petty (see Petty)
Notary Public

My Commission Expires: August 30, 1983

STATE OF ARIZONA, COUNTY OF MARICOPA, TO WIT:

I HEREBY CERTIFY, that on this 2nd day of August, 1983, before me, the subscriber, a Notary Public for the state and county aforesaid, personally appeared M. H. FLEISCHER, who acknowledges the foregoing Articles of Transfer to be his act and deed for the purposes contained therein.

AS WITNESS my hand and Notarial Seal.



Deborah Ann Petty (see Petty)
Notary Public

My Commission Expires: August 30, 1983

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The undersigned, President of The Delmarva Dempseys, Inc., who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

THE DELMARVA DEMPSEYS, INC.

By Dennis W. Dempsey (SEAL)
Dennis W. Dempsey, Pres.

The undersigned, Franchise Finance Corporation of America, managing general partner of Insured Income Properties 1982, by its Vice President, who executed on behalf of said limited partnership the foregoing Articles of Transfer, of which this certificate is made a part, and hereby acknowledges in the name and on behalf of said limited partnership, the foregoing Articles of Transfer to be the act of said limited partnership and further certifies that, to the best of his knowledge, information and belief, the matters set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

INSURED INCOME PROPERTIES 1982
by Franchise Finance Corporation of
America, its managing general partnerBy Robin Roach (SEAL)
Robin Roach, Vice Pres.

LIBER 38 PAGE 704
SCHEDULE A

ALL those three lots, tracts or parcels of land, situate, lying and being in the City of Salisbury, in Camden Election District of Wicomico County, State of Maryland, on the easterly side of and binding upon Salisbury Boulevard, having a combined frontage thereon of 150 feet and extending back therefrom along the northerly line to a depth of 194.89 feet to the westerly line of a 30 foot right-of-way and extending back therefrom along the southerly line to a depth of 190.11 feet to a point on the westerly line of a 30 foot right-of-way, and having a combined width in the rear of 150.52 feet, and being Lots Nos. 8, 9 and 10 as shown and designated on plat entitled "Subdivision of Land of the State of Maryland - Department of Education" made by Richard W. Cooper, Surveyor, dated July 12, 1950, and recorded among the Land Records of Wicomico County, Maryland, in Liber J.W.T.S. No. 329, Folio 39.

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SCHEDULE B

Substantially all equipment located at the premises more fully described in Schedule A.

ARTICLES OF TRANSFER

BETWEEN

THE DELMARVA DEMPSEYS, INC. (A MD. CORP.)-TRANSFEROR

AND

INSURED INCOME PROPERTIES 1982 (A DELAWARE LIMITED PARTNERSHIP)-TRANSFeree

approved and received for record by the State Department of Assessments and Taxation

of Maryland August 10, 1983 at 12:12 o'clock p. M. as in conformity with law and ordered recorded.

Recorded in Liber 2605, folio 3026, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 24.00 Special Fee paid \$ 4.00 Land Record Office of Wicomico County \$ 24.00 Total

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.

[Signature]



A. 143812

received for Record Jan 30, 1984 and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. 38, Folios 699-706.

A. James Smith, Clerk gcp

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BAY LAND COMPANY, INC.

ARTICLES OF TRANSFER

(A Close Corporation)

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ARTICLES OF TRANSFER, entered into this 5th day of JULY, 1983, by and between Bay Land Company, Inc., a Maryland close corporation (hereinafter sometimes referred to as the "Transferor"), and RALPH H. SMITH and MAXINE W. SMITH, his wife, and EDWARD G. BANKS, JR., and NANCY K. BANKS, his wife, all of Wicomico County, Maryland (hereinafter sometimes referred to collectively as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of the Transferee are: Ralph H. Smith and Maxine W. Smith, his wife, and Edward G. Banks, Jr., and Nancy K. Banks, his wife, whose mailing address is c/o Ralph H. Smith, 1807 Kipling Drive, Salisbury, Maryland.

THIRD: The name and state of incorporation of the corporation which is party to these Articles Of Transfer is as follows: Transferor is Bay Land Company, Inc., a corporation organized under the laws of the State of Maryland.

The Transferee is not a corporation.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article SEVENTH herein is a distribution to stockholders of Transferor in liquidation of Transferor, there being no consideration, to be paid to Transferor.

FIFTH: The Transferor corporation has principal offices in the following cities: Salisbury, Maryland. The counties in which the Transferor corporation owns property, the title

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

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LIBER 38 PAGE 708

to which could be affected by the recording of an instrument among the land records, are as follows: Wicomico.

SIXTH: A unanimous written informal action setting forth approval of these Articles Of 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.

SEVENTH: In consideration of the payment to Transferor of a distribution to stockholders of Transferor in liquidation of Transferor, there being no consideration, Transferor, Bay Land Company, Inc., does hereby deed, grant, convey, transfer, set over and assign its entire interest in the hereinafter described property to the Transferee, as follows: An undivided one-half (1/2) interest unto RALPH H. SMITH and MAXINE W. SMITH, his wife, of Wicomico County, Maryland, as tenants by the entireties, their heirs and assigns, the survivor of them, and the heirs and assigns of the survivor of them, forever in fee simple, and an undivided one-half (1/2) interest unto EDWARD G. BANKS, JR., and NANCY K. BANKS, his wife, of Wicomico County, Maryland, as tenants by the entireties, their heirs and assigns, the survivor of them, and the heirs and assigns of the survivor of them, forever in fee simple, all those lots, parcels and pieces of land, together with improvements thereon, situate, lying and being in the City of Salisbury, Parsons Election District of Wicomico County, Maryland, and being more particularly described in Exhibit A ("Subject Property") attached hereto, made a part hereof, and incorporated herein by reference.

TOGETHER with the buildings and improvements thereon erected, made or being; and all and every, the rights,

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alleys, ways, waters, privileges, appurtenances and advantages, to the same belonging or in anywise appertaining.

TO HAVE AND TO HOLD said property and premises above described and mentioned, and hereby intended to be conveyed, together with the rights, privileges, appurtenances and advantages thereto belonging or appertaining unto and to the proper use and benefit of the said Transferees as follows: An undivided one-half (1/2) interest unto RALPH H. SMITH and MAXINE W. SMITH, his wife, of Wicomico County, Maryland, as tenants by the entireties, their heirs and assigns, the survivor of them, and the heirs and assigns of the survivor of them, forever in fee simple, and an undivided one-half (1/2) interest unto EDWARD G. BANKS, JR., and NANCY K. BANKS, his wife, of Wicomico County, Maryland, as tenants by the entireties, their heirs and assigns, the survivor of them, and the heirs and assigns of the survivor of them, forever in fee simple; the two (2) one-half (1/2) interests hereby conveyed constituting together the whole interest in said property.

THE SAID TRANSFEROR DOES HEREBY COVENANT that it has not done or suffered to be done any act, matter or thing whatsoever to encumber the property hereby conveyed, and that Transferor will execute such further assurances of the same as may be requisite.

THESE ARTICLES OF TRANSFER are executed, acknowledged, sealed, and delivered in the State of Maryland by Transferor and Transferee, and it is accordingly understood and agreed that these Articles Of 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, the Transferor, Bay Land Company, Inc., has caused these Articles Of Transfer to be signed, sealed and acknowledged in its name and on its behalf as Transferor to these Articles Of Transfer by its President and

attested by its Secretary on this 5th day of July, 1983; and the Transferee has caused these Articles Of Transfer to be signed, sealed and acknowledged in its name as Transferee to these Articles Of Transfer.

ATTEST:

BAY LAND COMPANY, INC.
- Transferor

Edward G. Banks, Jr.
EDWARD G. BANKS, JR.
Secretary

By: Ralph H. Smith (SEAL)
RALPH H. SMITH
President

WITNESS:

Judy L. Phillips

Ralph H. Smith (SEAL)
RALPH H. SMITH

Judy L. Phillips

Maxine W. Smith (SEAL)
MAXINE W. SMITH

Judy L. Phillips

Edward G. Banks, Jr. (SEAL)
EDWARD G. BANKS, JR.

Judy L. Phillips

Nancy K. Banks (SEAL)
NANCY K. BANKS

- Transferee

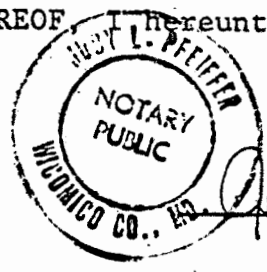
THE UNDERSIGNED, who executed on behalf of said Bay Land Company, Inc., the foregoing Articles Of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles Of Transfer to be the corporate act of said corporation and 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.

Ralph H. Smith
RALPH H. SMITH, President

STATE OF MARYLAND, Wicomico ^{LICENS} 38 ^{PAGE} 711 COUNTY, TO WIT:

I HEREBY CERTIFY that on this 5th day of July, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RALPH H. SMITH, and he acknowledged himself to be the President of Bay Land Company, Inc., a body corporate of the State of Maryland, and that he, as such officer, being authorized so to do, executed the foregoing Articles Of Transfer for the purposes therein contained, by signing the name of Bay Land Company, Inc., by himself as President.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.



Judy L. Pfeiffer
NOTARY PUBLIC

My Commission Expires: 7/1/86

Attachment: Exhibit A

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EXHIBIT A

SUBJECT PROPERTY

ALL that lot or parcel of ground situate and lying in Parsons Election District in the City of Salisbury, Wicomico County and State of Maryland, located on the North side of and binding upon the Salisbury-Mt. Hermon Road, and more particularly described as follows: BEGINNING for the same at a cement post on the Northerly line of said Salisbury-Mt. Hermon Road at the Southwest corner of the land now or formerly of the Walter J. Dryden heirs, said point of beginning being the Southeast corner of the land hereby conveyed; (1) thence North 23 degrees 10 minutes East by and with the land now or formerly of the said Walter J. Dryden heirs, 150 feet to the land now or formerly of John L. Smith and wife, at a cement post; (2) thence North 64 degrees 30 minutes West, by and with said Smith lands 75 feet to other lands now or formerly of the said John L. Smith and wife, at a cement post; (3) thence South 23 degrees 10 minutes West, by and with said Smith lands, in a line parallel with the first line hereof, 150 feet to the said Salisbury-Mt. Hermon Road, at a cement post; (4) thence South 64 degrees 30 minutes East by and with the North line of said Salisbury-Mt. Hermon Road, 75 feet to the place of beginning; being more particularly shown upon a plat entitled "Lot Survey, Granville Lee Phillips from John Smith, Mt. Hermon Road, Wicomico County, Maryland", dated October 10, 1940, and prepared by Harry A. Dallas, Engineer, recorded among the Land Records of Wicomico County in Liber J.W.S. No. 225, Folio 231; SAVE AND EXCEPT so much thereof as was conveyed by Samuel Somers Gunby, III, to the State of Maryland, for the use of the State Roads Commission, by deed dated September 24, 1974, and recorded among the aforesaid Land Records in Liber A.J.S. No. 828, Folio 289, which land is more particularly described on State Highway Administration Plat No. 43578, recorded among the Plat Record Books for Wicomico County, Maryland, in Liber J.W.T.S. No. 6, Folio 6.

BEING the same parcel of land conveyed by Samuel Somers Gunby and Joyce Ann Gunby, his wife, to Bay Land Company, Inc., a Maryland corporation, by deed dated October 30, 1979, and recorded among the Land Records for Wicomico County, Maryland, in Liber A.J.S. No. 931, Folio 110, et seq.

SUBJECT, HOWEVER, to that Deed of Easement from Samuel Somers Gunby and Joyce Ann Gunby, his wife, to The City of Salisbury, dated September 9, 1977, and recorded among the aforesaid Land Records in Liber A.J.S. No. 883, Folio 348, and as described in that Plat recorded among the aforesaid Land Records in Liber A.J.S. No. 883, Folio 350.

LIBER 38 PAGE 713
ARTICLES OF TRANSFER

BETWEEN

BAY LAND COMPANY, INC. (MD. CORP) Transferor

AND

RALPH H. SMITH AND MAXINE W. SMITH (His Wife)
AND EDWARD G. BANKS, JR, AND NANCY K. BANKS (His Wife) Transferees.

approved and received for record by the State Department of Assessments and Taxation

of Maryland July 19, 1983 at 3:09 o'clock p M. as in conformity
with law and ordered recorded.

Recorded in Liber 2603, folio 14 2555, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 22.00 Special Fee paid \$ _____
4.00 Certif to Wicomico Co. land records office
\$ 26.00

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.

R.B. Johnson



A. 145987

Received for Record *Jan 30, 1984* and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. *bt 38*, Folios *707-713*.

A. James Smith

E. & Del. B. N. & H. attys. 2/9/84

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LIBER 38 PAGE 714
SHOREWAVES, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 1st day
of August, 1983, by and between SHOREWAVES, INC., a
Maryland corporation (hereinafter sometimes referred to as the
"Transferor"), and K & L MICROWAVE, INC., a Maryland corporation
(hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place
of business of Transferee are 408 Coles Circle, Salisbury,
Maryland.

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

Transferor is SHOREWAVES, INC., a corporation organized
under the general laws of the State of Maryland.

Transferee is K & L MICROWAVE, INC. a corporation organized
under the general laws of the State of Maryland.

Transferee was incorporated on February 18, 1971, under the
general laws of the State of Maryland and qualified to do
business as a corporation in this State on February 18, 1971.

FOURTH: The nature and amount of the consideration, to be
paid by Transferee for the property and assets hereby transferred
to it, as set forth in Article NINTH herein, is Two Hundred

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Fifty-three Thousand Dollars (\$253,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the commitment letter agreement (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as of July 11, 1983, which Agreement is incorporated by reference herein.

FIFTH: The principal office of Transferor is in the City of Salisbury, State of Maryland. Transferor owns no real estate, so that there is no county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 408 Coles Circle, Salisbury, Maryland. All property interests of the Transferee (Successor) are located in Wicomico County.

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

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such

unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland under which Transferee is organized. The transfer has been duly authorized by the board of directors and stockholders of the corporation.

NINTH: In consideration of the payment to Transferor of the sum set forth in and performance by Transferee in accordance with the terms, and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, the assets set forth on the attached Schedule A.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, SHOREWAVES, INC. and K & L MICROWAVE, INC., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged

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in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by its secretary or an assistant secretary, as of this 1st day of August, 1983.

ATTEST:

Robert Livingston
David Bernstein Secretary
Robert Livingston

SHOREWAVES, INC.

By: Richard Bernstein
Richard Bernstein, President

ATTEST:

Richard Bernstein
David Bernstein, Secretary

K & L MICROWAVE, INC.

By: Richard Bernstein
Richard Bernstein, President

THE UNDERSIGNED, President of SHOREWAVES, 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.

Richard Bernstein
Richard Bernstein, President

THE UNDERSIGNED, President of K & L MICROWAVE 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

LIBER 38 PAGE 718

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.


Richard Bernstein, President

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SHOREWAVES, INC.

Articles of Sale and Transfer

SCHEDULE A

One Piper Aero Star Airplane

Registration No. 61P-0843-8163444

ORIGINAL NOT RECORDED

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ARTICLES OF SALE AND TRANSFER

BETWEEN

SHOREWAVES, INC. (A MD. CORP.)-TRANSFEROR

AND

K & L MICROWAVE, INC. (A MD. CORP.)-TRANSFeree

approved and received for record by the State Department of Assessments and Taxation of Maryland August 5, 1983 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2608, folio 7:0015, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ 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.

[Signature]



A. 146695

Received for Record *JAN 30 1984* and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. *38*, Folios *714-720*.

A. James Smith CLERK

E. & Del. John H. T. Webb, Esq., atty. 2/9/84

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LIBR 38 PAGE 721

CERTIFICATE OF LIMITED PARTNERSHIP
OF
S + T LIMITED PARTNERSHIP

THIS CERTIFICATE is made and entered into as of the 18th day of July, 1983 by and among the undersigned parties.

WITNESSETH:

WHEREAS, the parties hereto have formed a limited partnership, known as S + T Limited Partnership (the "partnership"), pursuant to Title 10 of the Corporations Associations Volume Article, Annotated Code of Maryland and other relevant laws of the State of Maryland.

NOW, THEREFORE, in consideration of the foregoing, of the mutual promises herein contained, and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned parties agree, and do hereby certify, that:

- I. The name of the partnership is S + T Limited Partnership.
- II. The business of the partnership shall consist of the acquisition and development of real estate for rental purposes on the Eastern Shore in the State of Maryland.
- III. The principal office and place of business of the partnership shall be located at 202 Brooklyn Avenue, Salisbury, Maryland 21801, or at such other place within the State of Maryland as the general partners, in their sole discretion, shall deem advisable. The name and address of the resident agent of the partnership is Antonette Devito, 202 Brooklyn Avenue, Salisbury, Maryland 21801.
- IV. The name and address of each partner is shown on Exhibit A attached hereto and incorporated by reference herein. The general partners, in their capacity as general partners, shall have the right, power and authority (without regard to the term of the partnership), acting for and on behalf of the partnership, to purchase, lease, sell, mortgage, convey, refinance, grant easements on or dedicate the property (or any part thereof) of the partnership, to borrow money and execute promissory notes, to secure the same by mortgage (which term "mortgage" is hereby defined for all purposes of this Agreement & Certificate to include deeds of trust,

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financing statements, chattel mortgages, pledges, conditional sales contracts, and similar security agreements) upon such partnership property, to renew or extend any and all such loans or notes, to convey such partnership property in fee simple by deed, mortgage or otherwise, and to create straw corporations to act as straw parties and nominees solely for and on behalf of the partnership. In no event shall any party dealing with such general partner with respect to any property of the partnership, or to whom any such property (or any part thereof) shall be conveyed, contracted to be sold, leased, mortgaged or refinanced by such general partner, be obligated to see to the application of any purchase money, rent or money borrowed or advanced thereon, or be obligated to see that the terms of this Agreement have been complied with, or be obligated to inquire into the necessity or expediency of any act or action of such general partner, or be obligated or privileged to inquire into any of the terms of the Agreement, and every contract, agreement, deed, mortgage, lease, promissory note or other instrument or document executed by such general partner with respect to any property of the partnership shall be conclusive evidence in favor of any and every person relying thereon or claiming thereunder that (i) at the time or times of the execution and/or delivery thereof, the partnership was in full force and effect, (ii) such instrument or document was duly executed in accordance with the terms and provisions of the Agreement and is binding upon the partnership and all of the partners thereof, and (iii) such general partner was duly authorized and empowered to execute and deliver any and every such instrument or document for and on behalf of the partnership.

V. The term of the partnership commences as of the date of recordation hereof with the office of the Department of Assessments and Taxation for the State of Maryland and it shall continue until December 31, 1993 and thereafter from year to year, unless otherwise terminated in accordance with the provisions of the Agreement.

VI. The amount of cash or property (at its agreed value) to be contributed to the capital of the partnership by each partner is shown on Exhibit A.

VII. No limited partner (in his capacity as a limited partner) shall be required to make any additional capital contribution beyond the amount set forth opposite his name on Exhibit A except for endorsements of deferred purchase

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promissory notes in the purchase and financing of real estate.

VIII. There is no agreed upon time when the contribution of any limited partner is to be returned.

IX. The share of profits or other compensation by way of income which each limited partner shall receive by reason of such limited partner's contribution shall be the same percentage of the net profits of the partnership as the percentage of partnership interest shown opposite such partner's name on Exhibit A, except as otherwise set forth in the Agreement.

X. The general partnership interest of the general partner is nonassignable. Each limited partner may assign his limited partnership interest (including his right to receive a share of the profits or other compensation by way of income and a return of his capital account); provided, however, the assignee shall not become a substituted limited partner of the partnership unless (i) the assigning limited partner so provides in the instrument of assignment; (ii) the assignee agrees in writing to be bound by the provisions of the Agreement and of this Certificate; (iii) the general partner so consents in writing; and (iv) the assignee pays to the partnership the reasonable expenses of the partnership incurred in the preparation, execution and recordation of an amendment to this Certificate. If all of such conditions are satisfied, the general partner shall prepare (or cause to be prepared) for recordation an amendment to this Certificate to be signed and sworn to by him, by each of the limited partners, by the assigning limited partner, and by the assignee. Each limited partner hereby appoints the general partner, as true and lawful attorney-in-fact of such limited partner, in such limited partner's name and behalf, to sign, certify under oath and acknowledge any and every such amendment and to execute whatever further instruments may be requisite to effect the substitution of a limited partner or to reflect:

(i) a change in the name of the partnership or in the amount or character of the contribution of any limited partner (including a change by reason of the return to any limited partner of all or any part of his capital account);

(ii) the admission of an additional limited partner in accordance with the provisions of paragraph XI hereof or by unanimous agreement of all partners;

LIBER 38 PAGE 724

(iii) the admission of a general partner by unanimous agreement of all partners;

(iv) a change in the character of the business of the partnership;

(v) the correction or clarification of any incorrect statement in this Certificate (or any amendment hereof);

(vi) a change in the time stated in this Certificate (or any amendment hereof) for the end of the term of the partnership or for the return of the capital account of any limited partner; or

(vii) any other change or modification of this Certificate (or any amendment hereof) made in order to represent accurately the agreement among the partners, such power of attorney being irrevocable so long as the general partner remains a general partner of the partnership.

XI. No right is reserved to admit additional limited partners to the partnership except in the following situations:

(a) By unanimous agreement of all partners;

(b) In the event of the assignment by a limited partner of all or any part of his limited partnership interest, each such assignee may become a substituted limited partner under the conditions set forth in paragraph X hereof.

XII. No partner shall have priority over any other partner with respect to contributions, capital accounts, distribution of profits, or distributions upon dissolution, except as otherwise set forth in paragraph IX hereof.

XIII. No partner shall have the right to continue the partnership and its business on the death, insanity, retirement, adjudication of bankruptcy or insolvency of the general partner except insofar as may be necessary to the liquidation and winding up of the affairs of the partnership.

XIV. No limited partner shall have any right to demand and receive property, in lieu of cash, in return of his capital account. His demand for the return

of his capital account, if otherwise proper under the terms of paragraph VIII hereof, shall be for cash only.

IN WITNESS WHEREOF, the parties have hereunto affixed their signatures and seals as of the day and year first above written.

GENERAL PARTNERS:

WITNESS:

[Signature]

[Signature]
ARVERN R. PLUMLEY

[Signature]

[Signature]
ANTONETTE DEVITO

LIMITED PARTNERS:

WITNESS:

[Signature]

[Signature]
ARVERN R. PLUMLEY

[Signature]

[Signature]
ANTONETTE DEVITO

State of Maryland)
Prince George's Co.)

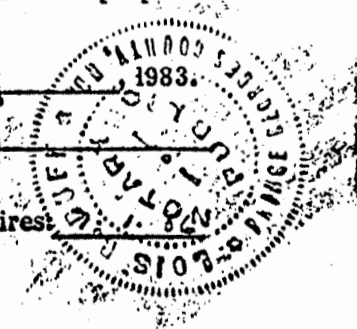
SS:

I, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Arvern R. Plumley and Antonette Devito being personally well known to me or satisfactorily proven) as the persons who executed individually (as general partners and limited partners), the foregoing Agreement and Certification of Limited Partnership, personally appeared before me in said jurisdiction, and, being by me first duly sworn, did depose and say that the facts relating to them as set forth in the Agreement and Certificate are true and correct; and that they executed said Agreement and Certificate as their free and voluntary act and deed for the purposes therein set forth.

Subscribed and sworn to before me this 18th day of July

[Signature]
Notary Public

My commission expires:



LIBER 38 PAGE 726 EXHIBIT A

General Partners:	Contribution	% of Interest
Arvern R. Plumley 1440 Rhode Island Ave., N.W. Washington, D.C. 20005	\$100.00	1%
Antonette Devito 202 Brooklyn Avenue Salisbury, Maryland 21801	\$100.00	1%
Limited Partners:		
Arvern R. Plumley 1440 Rhode Island Ave., N.W. Washington, D.C. 20005	\$4,900.00	49%
Antonette Devito 202 Brooklyn Avenue Salisbury, Maryland 21801	\$4,900.00	49%
TOTAL	\$10,000.00	100.00%

CERTIFICATE OF LIMITED PARTNERSHIP

OF

S + T LIMITED PARTNERSHIP

LIBER 38 PAGE 727

received for record July 27, 1983

, at 4:28 P.M.

and recorded on Film No. 2603

Frame No. 1286 one of

the limited partnership records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Wicomico County

AA No 2439

Fee Paid \$50.00

bt

Received for Record Feb 3 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
Vol. 38, Folios 721-727.

A. James Smith Clerk

T. + M. Antoinette Devito, 202 Brooklyn Ave., Salis, Md., 21811 3/23/84

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CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

THE UNDERSIGNED, do hereby form with each other a limited partnership under the provisions of the Maryland Uniform Limited Partnership Act, Corporation and Association Article, Section 10-101, et seq., Annotated Code of Maryland, in the form and manner following:

1. Name. The name of the limited partnership (hereinafter called the "partnership") shall be MARLIN COVE II LIMITED PARTNERSHIP.

2. Purpose. It shall be the purpose of the partnership to acquire and develop for resale that certain parcel of land more particularly described in Exhibit "A", which is attached hereto and specifically incorporated herein. The Partnership may acquire additional parcels of land from time to time as agreed upon by all partners.

3. Principal Office and Resident Agent: The principal office of the partnership shall be located at 1 Plaza East- Lobby Suite 2
Salisbury, Maryland 21801

The Resident Agent for the partnership shall be L. Richard Phillips, whose address is 105 Pearl Street, P.O. Box 343, Snow Hill, Worcester County, Maryland 21863.

4. Term: The partnership shall begin on the date that this Certificate of Formation of Limited Partnership is filed with the Maryland State Department of Assessment and Taxation, and shall continue until June 30, 1987, at which time it shall terminate in the event that it has not been terminated prior to that time as hereafter provided.

5. Partners. The names and addresses of each of the partners, and the designation of each as a general or limited partner are set forth on Exhibit "B", which is attached hereto and specifically incorporated herein.

6. Capital Contributions. At the time of the execution of this Certificate, each of the partners shall make an initial contribution to the capital of the partnership in cash or property in the amount set opposite their name on the aforesaid Schedule "B". Each partner may make additional contributions to the capital of the partnership in such amounts as may from time to time be unanimously acceptable to all partners. An individual capital account shall be maintained for each partner, to which shall be credited or debited his contributions or withdrawals and his undistributed share of net profits (excluding profits in the form of securities) less withdrawals or net losses. No partner shall have the right to demand or receive property other than cash in return for his capital contribution(s).

7. Profits and Losses. The net profits and net losses of the partnership shall belong to and be credited or debited, as the case may be, to each of the partners, general and limited, in the proportions set opposite their names on the aforesaid Schedule "B". Upon agreement of the partners, net profits in excess of the amounts required for the operation of the partnership business shall be distributed at least annually as of the close of each fiscal year to the partners in their respective interests as hereinabove set forth; but no distribution shall be made which would impair the capital of the partnership.

Undistributed net profits shall be credited to the respective cash capital account of each partner. The limited partner shall not be personally liable for any debts of the partnership or for any losses thereof beyond the amount contributed by it to the capital of the partnership, anything herein to the contrary notwithstanding.

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LIDER 38 PAGE 729

The fiscal year of the partnership shall begin July 1, 1983
and shall end June 30, 1984.

8. Management and Salaries and Books of Account. The General Partner shall manage the partnership business, and shall receive as compensation for such management services \$ N/A annually payable in N/A installments of \$ N/A. The payment of such salary shall be an obligation of the partnership only to the extent that there are partnership assets available therefore, and shall not be an obligation of the individual partners. Each salary payment shall be treated as an expense of the partnership in any fiscal year as provided in Article 7 above. A salary account shall be maintained for the General Partner, to which shall be credited his salary. The General Partner may withdraw such portion of his salary as he may desire from time to time, which withdrawals shall be charged to such account.

All funds of the partnership shall be deposited in its name with John Hanson Savings and Loan, Inc. in such checking account(s) as the General Partner shall designate. All withdrawals therefrom shall be made upon checks signed by the General Partner, or by the Limited Partner or such other person(s) to whom the General Partner shall give a written Power of Attorney for the purpose of writing checks; but the Limited Partner shall not, by virtue of such written power of attorney, be empowered to manage the partnership business.

Proper and complete books of accounts of the partnership business shall be kept by or under the supervision of the General Partner at the principal place of business of the partnership and shall be open to inspection by any of the partners, general or limited, or their accredited representatives at any time during business hours. Any accounting services required shall be provided by Webster, Evans, Tyler, C.P.A.

The Limited Partner shall not take part in the management of the partnership business. No salary shall be paid to the Limited Partner. Nothing herein contained however, shall be construed as preventing a partner, general or limited, from contracting with the partnership to perform agreed upon services (except management services by the Limited Partner) for the partnership and to be compensated for such services rendered, which compensation shall be treated as an expense of the partnership.

The General Partner may not, without the consent of the Limited Partner: (a) assign, transfer or pledge any claims of or debts due to the partnership except upon payment in full; (b) make, execute or deliver any assignment for the benefit of creditors, or any bond, confession of judgment, security agreement, deed, guarantee, indemnity bond, surety bond or contract or sell all or substantially all of the property of the partnership.

9. Withdrawal: The Limited Partner may retire from the partnership at will, and such retirement shall cause the immediate dissolution of the partnership in accord with Paragraph 12 below.

The General Partner may not voluntarily retire or withdraw from the partnership.

10. Admission of New Partners. No person may be admitted to the partnership without the consent of all of the partners.

11. Assignment and Substitution. The Limited Partner shall have the right to assign, in whole or in part, its interest in the partnership upon 30 days written notice delivered to the General Partner at the principal office of the partnership. Any such assignment shall be effective only to give the Assignee the right to receive the share of profits to which his Assignor would otherwise be entitled, and shall not give the Assignee the right to become a substituted limited partner except with the consent of the General Partner.

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12. **Termination and Distribution:** The occurrence of any of the following events shall immediately terminate the partnership (a) the agreement of all partners to terminate; (b) the withdrawal of any partners from the partnership; (c) the death, incapacity or bankruptcy of the General Partner; (d) the commencement by, or against, the General Partner of any bankruptcy or insolvency proceeding under the State or Federal laws or statutes; (e) the reorganization or liquidation of a corporate General Partner, either voluntary or involuntary.

Upon the termination of the partnership business, by agreement of the parties or for any other reason, its liabilities and obligations to creditors shall be paid, and its assets, or the proceeds of their sale shall then be distributed in the following order: (a) to the Limited Partner with respect to its share of any undrawn profits; (b) to the limited partner with respect to its Capital Contribution; (c) salaries; (d) to the General Partner with respect to its share of any undrawn profits; (e) to the General Partner with respect to its capital contributions. Any amount then remaining shall be divided among all partners in the same proportion as their participation in profits and losses.

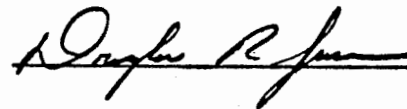
In witness whereof the parties hereto have set their hands and seals and/or the hands and seals of their proper officer this 5th day of August A.D., 1983.

SAWYER-LE CATES, INC.


President
(SEAL)

General Partner

JOHN HANSON EASTERN SHORE SERVICE CORPORATION


President
(SEAL)

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SCHEDULE "A"
REAL PROPERTY DESCRIPTION

PARCEL # 8, SECTION 2,
CAINE HARBOR MILE
OCEAN CITY, MARYLAND
144,000 square feet, zoned C.M.

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SCHEDULE B

Name & Address	General or Limited	Initial Capital Contribution	Share of Profits & Losses
Sawyer-Le Cates, Inc. 1955 Northwood Drive Salisbury, Maryland 21801	General	<u>\$38,000.00</u>	50%
John Hanson Eastern Shore Service Corporation 1 Plaza East Lobby Suite 2 Salisbury, Maryland 21801	Limited	<u>\$152,000.00</u>	50%

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

MARLIN COVE II LIMITED PARTNERSHIP

received for record August 11, 1983 ⁶ , at 10:22 A. M.
and recorded on Film No. 2607 Frame No. 2433 one of
the limited partnership records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Wicomico County

AA No 1108

Fee Paid \$50.00

gcp

Received for Record Mar 13, 1982 and recorded in the
Corp Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 728-733.
A. James Smith Clerk

F. + M. L. Richard Phillips, 105 Pearl St., P.O. Box 343, Snow Hill, Md. 21863

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AMERICAN SOCIETY OF PSYCHOPROPHYLAXIS IN OBSTETRICS
DELMARVA, INC.

ARTICLES OF INCORPORATION

DK

FIRST: I, Dirk W. Widdowson, whose post office address is P. O. Box 41, 118 East Main Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is American Society of Psychoprophylaxis in Obstetrics Delmarva, Inc.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such

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limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

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(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of the Article THIRD are the following:

To provide a meeting place to serve the education, charitable, social and community needs of both American Society Psychoprophylaxis in Obstetrics Delmarva, Inc. and the community surrounding A.S.P.O. Delmarva, Inc.

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FOURTH: The post office address of the principal office of the Corporation in this State is 110 Freedom Way, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are S. Norman Holland, III, 110 Freedom Way, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this state.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be nine (9), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Dr. Lewis R. Kadushin
Dr. Joseph H. Cutchin, Jr.
Dr. George S. Sara
Adrienne Kadushin
Gayle Holland
S. Norman Holland, III
Suzanne Turner
Mary Mackes
Kathy Benedict

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way

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associated with or connected with the corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of

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the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (a) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 24th day of August,
1983, and I acknowledge same to be my act.

Dirk W. Widdowson

Dirk W. Widdowson

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LIBER 38 PAGE 741
ARTICLES OF INCORPORATION
OF

AMERICAN SOCIETY OF PSYCHOPROPHYLAXIS IN OBSTETRICS
DELMARVA, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 1, 1983 at 10:38 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2608, folio 3363, 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 \$

drb 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. 146987

Received for Record *Nov 13, 1984* and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. *38*, Folios *739-744*.

A. James Smith

COPY

E. & M. S. Norman Holland, Jr., 110 Freedom Way, Salisbury, Md. 21801

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MICHAEL E. CROUCH, M.D., P.A.

ARTICLES OF INCORPORATION

FIRST: I, ROBERT A. EATON, whose post office address is P. O. Box 41, 118 East Main Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is MICHAEL E. CROUCH, M.D., P.A.

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

(1) To engage in the general practice of medicine and all matters related thereto; and to engage in any other medical purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 531 Riverside Drive, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Michael E. Crouch, 531 Riverside Drive, 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 (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The name of the Director who shall act until the first annual meeting or until their successors are duly chosen and qualified is: Michael E. Crouch.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of

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shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

3. With respect to:

- (a) The amendment of the Charter of the Corporation;
- (b) The consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) The merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) The issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or 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 in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
- (g) The voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation.

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

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

LAW OFFICES
EATON & WIDDOWSON,
P.A.
118 East Main Street
P.O. Box 41
Salisbury, MD. 21801
(301) 749-1530

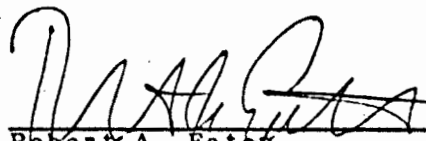
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LIBER 38 PAGE 744

(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 15th day of August, 1983, and I acknowledge same to be my act.


Robert A. Eaton (SEAL)

LAW OFFICES
EATON & WIDDOWSON,
P.A.
118 East Main Street
P.O. Box 41
Salisbury, MD. 21801
(301) 749-1530

LIBER 38 PAGE 745
ARTICLES OF INCORPORATION

OF

MICHAEL E. CROUCH, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 17, 1983 at 9:32 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2607, folio 0071, 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 144014

Received for Record Nov 13, 1987 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 742-745.

A. James Smith gcp

Dr. Michael E. Crouch, 531 Riverside Drive, Salisbury, Md., 21801

PA

840516

LIBER 38 PAGE 746

ARTICLES OF INCORPORATION
OF

SIEGERT ROOFING COMPANY, INC.
A CLOSE CORPORATION
(Pursuant to Annotated Code of Maryland -
Corporations and Associations,
Sections 4-101, et seq.)

* * * * *

THIS IS TO CERTIFY:

FIRST:

That I, Edward Siegert, 811 East Church Street,
Salisbury, Maryland 21801, being at least eighteen (18)
years of age, am hereby forming a corporation under and by
virtue of the General Laws of the State of Maryland.

SECOND:

The name of the Corporation is:

SIEGERT ROOFING COMPANY, INC.

THIRD:

The nature of the business and the objects and
purposes proposed to be transacted, promoted and carried on
are to do any or all of the things herein mentioned as fully
and to the same extent as natural persons might or could and
in any part of the world or universe as principal, agent,
contractor, trustee or otherwise, and either alone or in
company with others, namely:

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(a) To engage in construction work of all kinds,
including, but not limited to, roofing construction; to
engage in the construction and repair of roofs and buildings
and to perform consulting services in connection with such
construction and repairs, and generally to purchase or
otherwise acquire other such businesses, and to own, hold,
lease, rent, or sell such business or businesses.

(b) To purchase, lease, hire, or otherwise own and
acquire, either for the use of the corporation, or for
lease, rental, or sale to others, personal and real property
of any nature and description, including but not limited to:
aircraft, boats, motor vehicles, equipment and vehicles used
in the construction business, of whatever kind, salvaged or
surplus items, or other goods of any nature or description,
regardless of its value or the lack thereof;

(c) To purchase, lease, hire or otherwise acquire
real and personal property, improved or 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, re-construct or purchase, either directly or

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4587CHK 5.00
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LIBER 38 PAGE 747

through ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company or any part thereof;

(d) To act as agent, distributor, attorney-in-fact, factor or broker, incident to any or all of the business of this corporation, on commission or otherwise, for individuals, co-partnerships, joint stock associations or corporations, foreign or domestic, including governments or governmental authorities; and to aid, assist, promote and conserve the interest of, and afford facilities for the convenient transaction of business by its principals and patrons in all parts of the world;

(e) To purchase shares of its own stock in accordance with the provisions of Maryland law or the stock or securities of any other corporation, domestic or foreign;

(f) To borrow money and to issue therefor promissory notes, and to give as security for its indebtedness mortgages, pledges, deeds of trust or other liens upon the corporate assets or property, real, personal and mixed, and to endorse, pledge company assets, collaterally secure or in anywise guarantee the payment or performance of any notes, mortgages, contracts, obligations or undertakings of any person, firm or corporation in which the stockholders of this corporation shall determine is in the furtherance of the business purposes of the corporation;

(g) To issue bonds, debentures or other obligations of the corporation, and to give as security therefor mortgages, deeds of trust by way of mortgages, pledges or other liens upon the corporate assets or property, real, personal and mixed;

(h) To apply for, acquire, hold, use, pledge, mortgage, license, assign or otherwise acquire, dispose of and deal in letters patent, copyrights, registered trade names and trademarks, issued or granted by the United States or any foreign country, state or province, and generally to acquire, dispose of, use, hold and deal in patents, inventions, articles, processes and improvements;

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation;

(j) To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the same in cash, stocks or bonds of this corporation or otherwise;

(k) To do any and all things necessary or desirable or which may be appropriate to promote and attain the objects and purposes hereinabove enumerated;

(l) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred

LIBER 38 PAGE 748

by the laws of Maryland upon corporations, and to do any or all of the things hereinbefore set forth to the extent as natural persons might or could do;

(m) The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH:

The post office address of the principal office of the Corporation in this state will be 811 East Church Street, Salisbury, Maryland 21801. The resident agent of the Corporation is Edward Siegert, who resides at 811 East Church Street, Salisbury, Maryland 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH:

Pursuant to the Annotated Code of Maryland, Corporations and Associations, Section 4-302, the Corporation elects not to have a Board of Directors, and the business and affairs of this Corporation shall be managed by direct action of the Stockholders of the Corporation, and all powers given to Directors by the Annotated Code of Maryland, Corporations and Associations, or any other law, contract, or agreement may be exercised by the Stockholders. This election to have no Board of Directors shall become effective at such time as the organizational meeting of the Directors and the issuance of one share of stock of the Corporation have been completed, pursuant to Section 4-302. Until such time as the election is effective, the Corporation shall have two Directors and Edward Siegert and Helen Adkins shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH:

The total amount of authorized capital stock is one thousand (1,000) shares without par value. Each share, regardless of how held, shall be entitled to one (1) vote; however, this may be altered or changed by either the By-Laws or Stockholders' Agreements pursuant to Annotated Code of Maryland, Corporations and Associations, Sections 4-401, et seq.

SEVENTH:

The Board of Directors and the Stockholders of the Corporation are hereby empowered to authorize from time to time the issuance of shares of its stock of the par value and class authorized hereby or now or hereafter authorized by them. There shall be only one (1) class of stock of the said Corporation and said stock may be issued for such consideration as said Board of Directors or Stockholders may deem advisable, subject to such restrictions and limitations, if any, as may be set forth in the By-Laws or Stockholders' Agreement and as may be imposed by the State of Maryland.

LIBER 38 PAGE 749

EIGHTH:

At any time or from time to time any of the provisions of these Articles of Incorporation, including but without limiting the generality of the foregoing, and any of the terms of the stock of the Corporation at the time outstanding may be amended, altered or repealed (and the said terms changed by classification, reclassification or otherwise) and other provisions authorized by the statutes of the State of Maryland at the time in force may be added or inserted in the manner prescribed by said statutes; and all rights at any time conferred upon the Stockholders of the Corporation by its Articles of Incorporation are granted subject to the provisions of this Section Eighth.

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation, on this 10th day of August, A.D., 1983.

TEST:

Robin Blocker Edward Siegert (SEAL)
Edward Siegert

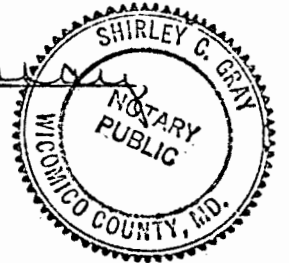
STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 10th day August, A.D., 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared EDWARD SIEGERT and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Shirley C. Gray
Notary Public

My Commission Expires:
July 1, 1986



LIBER 38 PAGE 750
ARTICLES OF INCORPORATION
OF
/SIEGERT ROOFING COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 15, 1983 at 11:16 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2606, folio 3639, 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 143963

Received for Record April 13, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 796-750.

A. James Smith Clerk
gcp

E. + M. Edward Siebert, 811 E. Phoenix St. Salisbury, Md. 21801

840517 LIBER 38 PAGE 751
ARTICLES OF AMENDMENT
OF
P & A ENGINEERING CO., INC.

CA

P & A Engineering Co., Inc., a Maryland corporation, having its principal place of business at Old Delmar Road, Delmar, Wicomico County, Maryland, 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 Articles of Incorporation of the Corporation are hereby amended to provide that the Corporation shall be a Close Corporation.

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking the Sixth Paragraph of the existing Articles of Incorporation and inserting in lieu thereof the following:

"Sixth: That this Corporation shall be a Close Corporation in accordance with the provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland and, furthermore, that any and all actions taken by or on behalf of the said Corporation, as well as the organization of this Corporation, shall be taken under and pursuant to the provisions of the aforesaid Corporations and Associations Article of the Annotated Code of Maryland as the same pertains to Statutory Close Corporations in the State of Maryland."

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 advise the foregoing

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

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ORDER 38 PAGE 752

amendments and by written informal action unanimously taken by the Stockholders of the corporation in accordance with Section 2-505 of the Corporations And Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approve said amendments.

IN WITNESS WHEREOF, P & A Engineering 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 by its Secretary on this 19th day of August, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of P & A Engineering 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:

P & A ENGINEERING CO., INC.

Brenda J. Trader, Sec. By: Stephen W. Pusey, Pres. (SEAL)
Brenda J. Trader, Secretary Stephen W. Pusey, President

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 19th day of August, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Stephen W. Pusey, known to me (or satisfactorily proven) to be the person whose name is subscribed above, who acknowledged himself to be the President of P & A ENGINEERING CO., INC., and made oath in due form of law that the matters and facts set forth in the foregoing Articles Of Amendment are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

Shawn L. Long
NOTARY PUBLIC

My Commission Expires: 7/1/86



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

LIBER 38 PAGE 753
ARTICLES OF AMENDMENT

OF
P & A ENGINEERING CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 24, 1983 at 9:40 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2607, folio 1813, 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 144189

Received for Record March 13, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 3-8, Folios 251-253.

A. James Smith ^{gcp} Clerk

E. + Del. John C. Mason, B. D. + H., atty. 3/23/84

840518

LIBER 38 PAGE 754

ARTICLES OF TRANSFER
OF
MEDICAL CENTER, INC.

Medical Center, Inc., a Maryland corporation, and Medical Center Partnership, a Maryland Partnership, certify as follows:

FIRST: Medical Center, Inc. (hereinafter the "Transferor") agrees to transfer to Medical Center Partnership (hereinafter the "Transferee") those assets listed on Schedule A affixed hereto (the "Properties"), which constitutes substantially all of the property and assets of the Transferor, effective August 1, 1983.

SECOND: The address of the Transferee is 506 S. Division Street, Salisbury, Maryland 21801.

The principal place of business of the Transferee is 506 S. Division Street, Salisbury, Maryland 21801.

THIRD: The principal office in Maryland of the Transferor is located in Wicomico County. The principal office in Maryland of the Transferee is located in Wicomico County.

FOURTH: The Transferor owns an interest in land in Wicomico County, Maryland. The Transferee owns no interest in land in Maryland.

FIFTH: The nature and amount of the consideration to be paid by the Transferor for the Properties consist of a 99% general partnership interest in the Transferee. The fair market value of the consideration received by Transferor is \$ None .

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LIBER 38 PAGE 755

SIXTH: The terms and conditions of the transaction set forth in these Articles of Transfer were (1) advised, authorized and approved by the Transferor in the manner and by the vote required by its charter and the laws of Maryland, and (2) authorized and approved by the Transferee in the manner and by the vote required by its Partnership Agreement and the laws of Maryland. The manner of approval by the Transferor and the Transferee of the transaction set forth in these Articles is as follows:

(a) The board of directors of the Transferor adopted a resolution at a meeting held on July 14, 1983 which declared that the transaction set forth in these Articles of Transfer is advisable and directed that the transaction be submitted for consideration at a special meeting of the stockholders to be held on July 28, 1983. Notice which stated that a purpose of the meeting will be to act on the transaction was given in the manner required by the applicable provisions of Maryland General Corporation Law to each stockholder. The transaction was approved by the stockholders at the special meeting by the affirmative vote of a majority of all the votes entitled to be cast on the matter as authorized by the Corporation's Charter.

(b) The general partners of the Transferee adopted a resolution at a special meeting held on July 28, 1983 which authorized and approved the transaction set forth in these Articles of Transfer by the affirmative vote of a majority of all the votes entitled to be cast on the matter.

IN WITNESS WHEREOF, the Transferor and the Transferee have caused these Articles of Transfer to be signed in their respective

names and on their behalf by their respective authorized representatives who acknowledge respectively that these Articles are the act of the Transferor and the Transferee and that to the best of their knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles are true in all material respects.

ATTEST:

MEDICAL CENTER, INC.

Nevins Todd, Jr.
Nevins Todd, Jr., M.D., Secretary

By: *James L. Clifford*
James L. Clifford, M.D.,
President

WITNESS:

MEDICAL CENTER PARTNERSHIP

Shirley

Nevins W. Todd, Jr.
Nevins W. Todd, Jr., Partner
M.D.

RBT-8/15/83
14,697-1

1783

LIBER 38 PAGE 757

Schedule A to Articles of Transfer
of Medical Center, Inc.

1. All land in the Camden Election District, Wicomico County, Maryland, owned by Medical Center, Inc., that was granted and conveyed unto it by the following deeds of Larmar Corporation, together with all buildings and other improvements thereon and all rights, ways, privileges and appurtenances thereunto belonging or appertaining:
 - A. Deed dated November 17, 1952, and recorded among the Land Records of Wicomico County, Maryland, in Liber J.W.T.S. No. 352, Folio 162;
 - B. Deed dated March 30, 1954, and recorded among the Land Records of Wicomico County, Maryland, in Liber J.W.T.S. No. 374; Folio 365;
 - C. Deed dated August 17, 1962, and recorded among the Land Records of Wicomico County, Maryland, in Liber J.W.T.S. No. 548, Folio 136.
2. All of its partnership interest in the following partnerships:
 - A. Medical Center West (being the partnership referenced by that name, as grantee, in the deed by Medical Center, Inc., dated July 25, 1975, and recorded among the Land Records of Wicomico County, Maryland, in Liber A.J.S. No. 842, Folio 363);
 - B. Medical Center, Wesley Drive (being the partnership referenced by that name, as grantee, in the deed by Richard M. Allen, et al., dated February 25, 1976, and recorded among the Land Records of Wicomico County, Maryland, in Liber A.J.S. No. 852, Folio 420);
 - C. Medical Center - Dogwood (being the partnership referenced by that name, as grantee, in the deed by Richard M. Allen, dated August 5, 1976, and recorded among the Land Records of Wicomico County, Maryland, in Liber A.J.S. No. 860, Folio 139).
3. Personal property of various kinds, including but not limited to securities, cash, accounts receivable, prepaid items, etc.

LIBER 38 PAGE 758

ARTICLES OF TRANSFER

BETWEEN

MEDICAL CENTER, INC. (A MD. CORP.)-TRANSFEROR

AND

MEDICAL CENTER PARTNERSHIP (A GENERAL PARTNERSHIP)-TRANSFeree

approved and received for record by the State Department of Assessments and Taxation of Maryland August 23, 1983 at 12:00 o'clock Noon M. as in conformity with law and ordered recorded. 5

Recorded in Liber 2607, folio 1775, 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 144184

Received for record *Nov 13, 1984* and recorded in the *Corp* Records of Wicomico County, Maryland in Liber A.J.S. No. *38*, Folios *259-258*.

A. James Smith Clerk

E. + Del. Robert Taylor, Esq., A.P. & S., attys. 2/23/84

840519

LIBER 38 PAGE 759

THE SECOND NATIONAL BUILDING AND LOAN, INC. (Stock Corporation)
ARTICLES OF AMENDMENT

THE SECOND NATIONAL BUILDING AND LOAN, INC., (Stock Corporation), hereinafter referred to as "the Corporation", having its principal office in Salisbury, Wicomico County, Maryland, hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by the deletion of Paragraph Five thereof, and the insertion in lieu thereof of the following:

"FIFTH: That the total number of shares of stock which the Corporation has authority to issue is two million (2,000,000) shares, having a par value of one dollar (\$1.00) per share, all of which shares are of one class and are designated "capital stock". The aggregate par value of all shares having a par value is Two Million Dollars (\$2,000,000.00)."

SECOND: That the amendment was advised by the Board of Directors on March 11, 1983 and approved by the stockholders at the annual meeting of the stockholders on April 8, 1983.

THIRD: The total number of shares of stock of the Corporation heretofore authorized and the par value of the shares are as follows:

- a. Free share accounts--one million (1,000,000) shares having a par value of \$100.00 per share.
- b. Guaranty Stock--one hundred twenty-five thousand (125,000) shares of guaranty stock having a par value of \$1.00 per share.
- c. The aggregate par value of all the shares of all classes of stock was \$ 125,000, not including the free share accounts.

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LIBER 38 PAGE 760

FOURTH: The total number of shares of stock is now 2,000,000 shares, having a par value of \$1.00 per share and an aggregate par value of all shares of all classes of \$2,000,000.00.

IN WITNESS WHEREOF, the SECOND NATIONAL BUILDING AND LOAN, INC. (Stock Corporation) has caused these presents to be signed in its name and on its behalf by its Executive Vice President and its Corporate Seal to be hereunto affixed and attested by its Secretary, this 15th day of April, 1983.

ATTEST:

Tracy Morris

Tracy Morris
Secretary

THE SECOND NATIONAL BUILDING AND LOAN, INC. (Stock Corporation)

By: *William F. Brooks, Jr.* (SEAL)

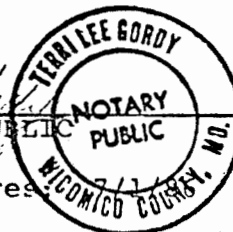
William F. Brooks, Jr.
Executive Vice President

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 19th day of April, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William F. Brooks, Jr., Executive Vice President of THE SECOND NATIONAL BUILDING AND LOAN, INC. (Stock Corporation), and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said body corporate; at the same time personally appeared Tracy Morris and made oath in due form of law that she was the Secretary at the meeting of the stockholders of said Corporation at which the Articles of Amendment of the Charter of the Corporation herein set forth were approved, and the matters and facts set forth in the Articles of Amendment are true to the best of her knowledge, information and belief.

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

Terri Lee Gordy
NOTARY PUBLIC
My Commission Expires *7/7/84*



HARRY HUGHES
GOVERNOR

STATE OF MARYLAND

1113
CHARLES H. BROWN, JR.
DIRECTOR



JOHN J. CORBLEY
SECRETARY

LIBER 38 PAGE 761

TCH

DEPARTMENT OF LICENSING AND REGULATION
DIVISION OF SAVINGS AND LOAN ASSOCIATIONS
231 EAST BALTIMORE STREET BALTIMORE, MARYLAND 21202
SEVENTH FLOOR
301/659-6330

August 19, 1983

Mr. William F. Brooks, Jr.
Executive Vice President
Second National Building & Loan
Phillip Morris Drive and Route 50
P.O. Box 2558
Salisbury, Maryland 21801

Dear Mr. Brooks:

This is in reference to your request of August 3, 1983, for the Board of Savings and Loan Association Commissioners to approve the attached Articles of Amendment which were approved by the stockholders of Second National at their annual stockholders meeting of April 8, 1983.

You are hereby advised that at the Board of Commissioners meeting of August 11, 1983, your requested amendment to the Articles of Second National were approved.

If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,


William S. LeCompte, Jr.
Deputy Director

WSL:sdb

cc: Barry C. Maloney
Ronald G. Rayne

Attachment

BALTIMORE METRO AREA 659-6330
OUTSIDE BALTIMORE METRO AREA
TOLL-FREE 1-800-492-7521

TTY FOR DEAF
BALTO. AREA 383-7555
D.C. METRO 865-0451

ARTICLES OF AMENDMENT
OF
SECOND NATIONAL BUILDING AND LOAN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 19, 1983 at 2:30 o'clock p. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2607, folio 4 1110, 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 144073

received for record Mar 13, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
to. 38, Folios 759-762.

A. James Smith Clerk
gcp

E. + Del. J. R. + D., attys. 3/23/84

RA

LIBER 38 PAGE 763

ARTICLES OF AMENDMENT AND RESTATEMENT OF

840520 THE SECOND NATIONAL BUILDING AND LOAN, INC. ("stock corporation")

The Second National Building and Loan, Inc. ("stock corporation"), a Maryland corporation having its principal office in Salisbury, Wicomico County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that by unanimous action taken by the Board of Directors of the Corporation at a regular meeting of the Corporation on August 12, 1983, the Board of Directors of the Corporation adopted a resolution which set forth and declared advisable these Articles of Amendment and Restatement, and by action taken by the stockholders of the Corporation at a meeting of the stockholders on August 12, 1983, at least two-thirds (2/3) of the stockholders of the Corporation duly approved these Articles of Amendment and Restatement. The charter of the Corporation is hereby amended by striking out Articles First, Second, Third, Fourth, Sixth and Seventh and inserting in lieu thereof Articles First, Second, Third, Fourth, Sixth, Seventh and Eighth as set forth below, and is further restated and integrated to read in its entirety as herein set forth in full:

FIRST: The name of the Corporation is: Second National Building & Loan, Inc.

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

- (a) To conduct a savings and loan business and to do all things reasonable, necessary or appropriate thereto. The Corporation is chartered under the laws of Maryland and may exercise all the express, implied and incidental powers conferred thereby, and by all acts amendatory thereof and supplemental thereto.
- (b) To conduct any other act or activity not prohibited by law or required to be stated in the Articles of Incorporation for which corporations may be organized under the General Corporation Law of Maryland.

THIRD: The post office address of the principal office of the Corporation in Maryland is: P.O. Box 2558, Route 50 & Phillip Morris Drive, Salisbury, Md. 21801.

FOURTH: The name and post office address of the resident agent of the Corporation, which is a Maryland Corporation, are: The Corporation Trust, Incorporated, 32 South Street, Baltimore, Maryland, 21202.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is two million (2,000,000) shares, having a par value of one dollar (\$1.00) per share, all of which shares are of one class and are designated "capital stock". The aggregate par value of all shares having a par value is two million dollars (\$2,000,000.00).

SIXTH: The number of directors of the Corporation is sixteen (16). This number may be increased or decreased from time to time pursuant to the By-laws of the Corporation, but in no case to less than five (5). The names and addresses of the directors as of the date of the Articles of Amendment and Restatement are:

OFFICE
FEE
5.00
5.00
5.00
3-13A10:36
1984

5.

Leonard L. Abel, 405 Scott Drive, Silver Spring, Md. 20904
 Henry A. Berliner, Jr., 2841 Tilden Street, N.W., Washington, DC 20008
 William F. Brooks, Jr., 205 North Park Drive, Salisbury, Md. 21801
 William Irwin Buck, P.O. Box 490, Upper Marlboro, Md. 20772
 Eugene F. Ford, 4990 Sentinel Drive, Bethesda, Md. 20816
 E. Dean French, Route 1, Box 230, Quantico, Md. 21856
 Donald E. Hood, 499 Lymington Road, Severna Park, Md. 21146
 Allan Oakley Hunter, 10810 Deep Glen Drive, Potomac, Md. 20854
 Harold M. Miller, Jr., Route 3, Box 50, Cambridge, Md. 21613
 M. William Miller, P.O. Box 638, 205 Diamond Beach, Ocean City, Md. 21842
 Marion J. Minker, Jr., 3052 Rundelac Road, Annapolis, Md. 21403
 Morton J. Owrutsky, 618 Twin Tree Road, Salisbury, Md. 21801
 James C. Perkins; 7 Bantry Lane, Easton, Md. 21601
 George A. Purnel, Goose Island, Ocean City, Md. 218421
 Lou E. Satchell, Oaklands, Route 4, Box 304, Easton, Md. 21601
 Edward O. Wayson, Jr., 147 Cardamon Drive, Edgewater, Md.

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) In furtherance and not in limitation of the powers conferred by the laws of the State of Maryland, the Board of Directors is expressly authorized to make, alter, amend and repeal the By-laws.
- (b) No stockholder shall have any pre-emptive right to subscribe to any additional issue of stock or any security convertible into such stock.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, The Second National Building and Loan, Inc. ("stock corporation") has caused these presents to be signed in its name and on its behalf by its Vice President and attested by its Secretary on August , 1983.

THE SECOND NATIONAL BUILDING AND LOAN, INC. ("stock corporation")

By: William F. Brooks, Jr.
 William F. Brooks, Jr., Vice President

ATTEST: Tracy Morris
 Tracy Morris, Secretary

THE UNDERSIGNED, William F. Brooks, Jr., Vice President of The Second National Building and Loan, Inc. ("stock corporation"), who executed on behalf of said Corporation, the foregoing Articles of Amendment and Restatement, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment and Restatement 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.

William F. Brooks, Jr.
 William F. Brooks, Jr.

HARRY HUGHES
GOVERNOR

STATE OF MARYLAND

1108
CHARLES H. BROWN, JR.
DIRECTOR



JOHN J. CORBLEY
SECRETARY

LISER 38 PAGE 765

DEPARTMENT OF LICENSING AND REGULATION
DIVISION OF SAVINGS AND LOAN ASSOCIATIONS
231 EAST BALTIMORE STREET BALTIMORE, MARYLAND 21202
SEVENTH FLOOR
301/659-6330

August 19, 1983

Barry C. Maloney, Esq.
Berliner & Maloney
1100 Connecticut Avenue, N.W.
Washington, D.C. 20036-4162

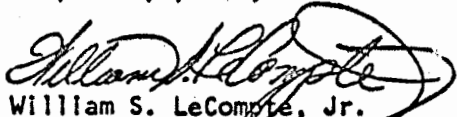
Dear Mr. Maloney:

This is in reference to your request of August 5, 1983, that the Board of Savings and Loan Association Commissioners approve the amendment and restatement to the Articles of Incorporation to Second National Building & Loan.

You are hereby advised that at its August meeting, the Board of Commissioners did approve the amendment and restatement of the Articles provided that certification be given to the Director that the amendment and restatement to the Articles be adopted in their entirety by the shareholders at their meeting of August 12, 1983.

As the required certification has been received by this office on August 19, 1983, the amendment and restatement of the Articles of Second National Building and Loan are approved.

Very truly yours,


William S. LeCompte, Jr.
Deputy Director

WSL:sdb

cc: William F. Brooks, Jr.
Ronald G. Rayne

BALTIMORE METRO AREA 659-6330
OUTSIDE BALTIMORE METRO AREA
TOLL-FREE 1-800-492-7521

TTY FOR DEAF
BALTO. AREA 383-7555
D.C. METRO 865-0451

LIBER 38 PAGE 766

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
SECOND NATIONAL BUILDING & LOAN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 19, 1983 at 2:30 o'clock p. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2607, folio 4 1105, 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 144072

Received for Record Mar 13, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 763-765.

A. James Smith (Clerk)

E. + M. The Corporation Trust, Inc., 32 South St., Baltimore, Md. 21202
3/23/89

840521

LIGER 38 PAGE 767

ARTICLES OF AMENDMENT CHANGING NAME OF CLARKE & ASSOC., P.A. TO CLARKE & HEARNE, P.A.

3851

Clarke & Assoc., P.A., a Maryland Professional Association, having its principal office at 107 Baptist Street, Salisbury, Wicomico County, Maryland 21801-4997, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation from Clarke & Assoc., P.A. to Clarke & Hearne, P.A.

SECOND: The foregoing Articles of Amendment were duly advised by the sole director and approved by the sole stockholder; namely, Wm. A. Lee Clarke III, pursuant to §2-601, et seq., of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, Clarke & Assoc., P.A., hereinafter Clarke & Hearne, P.A., has caused these presents to be signed in its name and on its behalf, by its President, and its corporate seal hereunder affixed and attested, by its Secretary, on this 15th day of August, 1983, and its President acknowledges that these Articles of Amendment are the act and deed of Clarke & Assoc., P.A., hereinafter Clarke & Hearne, P.A., and, under penalties of perjury, that the matters and facts set forth herein, with respect to the authorization and approval hereof, are true in all material respects, to the best of his knowledge, information and belief.

ATTEST:

Wm. A. Lee Clarke III
Wm. A. Lee Clarke III
Secretary

CLARKE & ASSOC., P.A.
hereinafter
CLARKE & HEARNE P.A.
By: *Wm. A. Lee Clarke III*

Wm. A. Lee Clarke III
President

LAW OFFICES
Clarke & Hearne, P.A.
107 BAPTIST STREET
SALISBURY, MARYLAND 21801-4997
(301) 546-9991



REC FEE 5.00
TOTL 5.00
4586CHK 5.00
01 01984 3-13A10:36

32318200

LIBER 38 PAGE 768

ARTICLES OF AMENDMENT

OF

CLARKE & ASSOC., P.A.

Changing its name to

CLARKE & HEARNE, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 19, 1983 at 10:59 o'clock A. M. as in conformity with law and ordered recorded.

J

Recorded in Liber 2606, folio 3850, 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 144003

RECEIVED FOR RECORD NOV 13, 1983 and recorded in the Corp Records of Wicomico County, Maryland in Liber A.J.S. 10, 38, folios 767-768.

A. James Smith Clerk
gcp

E. S. Del. C. & H., P.A., attys. 3/23/84

LISER 38 PAGE 769
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION--

hereby gives notice that ARTICLES OF DISSOLUTION
of the EAST COAST MARKETERS, INC.

840522

were received for record on August 25, 1983

in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Gene L. Bunker
Director

LIBER 38 PAGE 770

EAST COAST MARKETERS, INC.

ARTICLES OF DISSOLUTION

East Coast Marketers, Inc., a Maryland Corporation having its principal office in Wicomico County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is P.O. Box 2214, Bateman Street, Salisbury, Maryland 21801.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or processing pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up is, Richard M. Cooley, P.O. Box 2214, Bateman Street, Salisbury, Maryland 21801. Said resident agent is an individual actually residing in this state.

FOURTH: The name and post office address of the directors of the Corporation are as follows:

Name	Post Office Address
Richard M. Cooley	P.O. Box 2214 Bateman Street Salisbury, MD 21801
Margaret J. Cooley	P.O. Box 2214 Bateman Street Salisbury, MD 21801
Arthur M. Cooley	P.O. Box 2214 Bateman Street Salisbury, MD 21801

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows:

Name	Title	Post Office Address
Richard M. Cooley	President	Salisbury, MD 21801
Margaret J. Cooley	Vice President	Salisbury, MD 21801
Arthur M. Cooley	Secretary	Salisbury, MD 21801
Richard M. Cooley	Treasurer	Salisbury, MD 21801

RECFEE 5.00
TOTL 5.00
4532CHK 5.00
01 01984 3-13A10:37

32378178

LIBER 38 PAGE 771

SIXTH: Notice stating that a purpose of the meeting of stockholders would be to take action upon the proposed dissolution was given, as required by law, to all stockholders of the Corporation entitled to vote thereon. The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of all votes entitled to be cast thereon.

SEVENTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation as required by law and the Charter of the Corporation.

EIGHTH: Notice that dissolution of the Corporation had been duly authorized pursuant to Article 23 of the Annotated Code of Maryland and the Corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 212 of Article 81 or otherwise including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

WICOMICO COUNTY DEPARTMENT OF ASSESSMENT AND TAXATION

IN WITNESS WHEREOF, East Coast Marketers, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on the eighth day of June, 1983.

Attest:

East Coast Marketers, Inc.

Arthur M. Cooley
Secy. [Signature]

BY: *Richard M. Cooley*
President

THE UNDERSIGNED, President of East Coast Marketers, Inc., who executed on behalf of said corporation the foregoing Articles of Dissolution, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Dissolution 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 thereon are true in all material respects, under the penalties of perjury.



Richard M. Cooley
President

LIBER 38 PAGE 772

Wicomico County, Maryland

Department of Finance

P. O. BOX 350
SALISBURY, MARYLAND 21801

COUNCIL

HENRY B. PARKER, PRESIDENT
BRUCE W. RUARK, VICE PRESIDENT
BETTY K. GARDNER
VICTOR H. LAWS
JOHN M. MORRISC. JOSEPH SCHILLER
DIRECTOR OF FINANCE

July 1, 1983

To Whom It May Concern:

The undersigned, Collector of Taxes for Wicomico County, State of Maryland, pursuant to Article 23, Section 77, Paragraph 8(c) of the annotated Code of Public General Laws of Maryland, does hereby certify that all taxes levied on assessments made by the State of Maryland, Department of Assessments and Taxation and billed by and payable to the undersigned Director of Finance, Wicomico County Maryland by East Coast Marketers, Inc., 111 Bateman Street, Salisbury, Maryland 21801, a Maryland Corporation, have been paid as of June 30, 1982. This corporation was not assessable for the 1982/83 tax year per the State Assessment Office.

Respectfully submitted,

C. Joseph Schiller
C. Joseph Schiller
Director of Finance
Wicomico County, Maryland

1545

LIBER 38 PAGE 773



STATE OF MARYLAND
 COMPTROLLER OF THE TREASURY
 STATE TREASURY BUILDING
 P.O. BOX 466 PHONE (301)-269-3814
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEM
 COMPTROLLER

J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
 ARNOLD G. HOLZ, C.P.A.
 DIRECTOR

Dear Sir/Madam:

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

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

EAST COAST MARKETERS INC.

have been paid.

WITNESS my hand and official seal this

1st day of AUGUST A.D. 1983.



Edna F. Johnson
 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

ARTICLES OF DISSOLUTION

OF

EAST COAST MARKETERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 25, 1983 at 11:23 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2608, folio 1541, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 0.00 Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

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. 146836

Received for Record *Nov 13, 1989* and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. *38*, Folios *769-778*.

A. James Smith

E. & M. Richard M. Cooley, Bateman St., P. O. Box 2214, Salina, Md. 3/23/84 21801

LIBER 38 PAGE 775

840523

CERTIFICATE OF Merger

Wicomico County

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this Office.

1) The name of each party to the Articles is BUTLER-JONES AIR FREIGHT, INC.
(A MD. CORP.) into HENSON AVIATION, INC. (A MD. CORP.)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is
HENSON AVIATION, INC.
P. O. Box 689 Washington County Regional Airport
Hagerstown, Maryland 21740

3) The Articles were accepted for record on August 12, 1983

REC FEE 1.00
TOTL 1.00
4576CHK 1.00

As Witness my hand and the seal of the said Department at Baltimore this 7th day of February, 1984.

Dean W. Kitchen
Corporate Administrator
Records of Wicomico County, Maryland in Liber A.J.S.

Received for Record 2/21/84 and recorded in the
No. 38 Folio 775

AT 5-076

A. James Smith (Clerk)

E. M. Henson Aviation, Inc., Washington Cty. Reg. Airport
P.O. Box 689, Hagerstown, Md. 21740 4/24/84

CA 20

841016

ARTICLES OF INCORPORATION

OF

COLLAGE, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, Joan T. Dashiell, whose post office address is 229 Canal Park Drive, 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

COLLAGE, INC.

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

(a) To sell and to offer for sale, gifts, speciality items, clothing and general merchandise to the general public and to other persons or entities, both on a wholesale and retail basis.

(b) 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 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, or stock, bonds, or other securities of the Corporation or otherwise.

(c) 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,

32648213

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.

(d) 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.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money 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.

(f) 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 229 Canal Park Drive, Salisbury, Maryland 21801. The resident agent of the Corporation is Russell C. Dashiell, Jr., whose address is 124 E. Main St., Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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JUN 11 1984
5.00
5.00
4-11A11:04

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have one director, Joan T. Dashiell, 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 Corporation and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation this 15th day of September, 1983.

TEST:

COLLAGE, INC.

Sherie H. Draucker

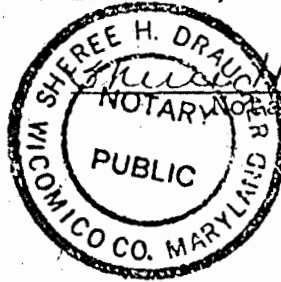
By: Joan T. Dashiell (SEAL)
Joan T. Dashiell

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

THIS IS TO CERTIFY, that on this 15th day of September, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Joan T. Dashiell and acknowledged the foregoing Articles of Incorporation to be her respective act.

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

My Commission Expires:
July 1, 1986



Sherie H. Draucker
Notary Public

LIBER 38 PAGE 779

ARTICLES OF INCORPORATION

OF

COLLAGE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 21, 1983 at 11:33 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2618, folio 3691 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 147992

glw received for Record 09/11/1984 and recorded in the Coll. Records of Wicomico County, Maryland in Liber A.J.S. No. 38, Folios 776-779.

[Handwritten signature]

Ed & D Russell C. Dashiell, Jr. Atty. 4/24/84

CA 20

ARTICLES OF INCORPORATION

OF

DRS. SYMONS AND ROBINS, P.A.

841017

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, Salisbury, Maryland, 21801, desires to form a corporation under the General Laws of the State of Maryland, and does hereby certify:

FIRST: The name of the Corporation is:

DRS. SYMONS AND ROBINS, P.A

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

1. To engage generally in the practice of medicine which said professional service shall include, without limitation, diagnosing, healing, treating, preventing, prescribing for, or removing any physical, mental or emotional ailment or supposed ailment of an individual; and to engage in any other lawful purpose and/or business;

2. 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 medical services; and

3. 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 the State of Maryland is: 207-209 Maryland Avenue, Suite No. 1, Salisbury, Maryland, 21801.

REC FEE 5.00
TOTL 5.00
6440CHK
01 01984 ←-11A11:07

32648220

FOURTH: The Resident Agent of the Corporation is Dr. John T. Symons, who is a citizen of and actually resides in the State of Maryland, and whose address is: 207-209 Maryland Avenue, Suite No. 1, Salisbury, Maryland, 21801.

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

SIXTH: The Corporation shall have two (2) Directors and the following persons shall be the initial Directors and shall act as such until the first annual meeting of the Shareholders or until his successor is duly chosen and have qualified:

Dr. John T. Symons and Dr. William H. Robins.

SEVENTH: The following provisions are adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or 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.
2. The Board of Directors may classify or re-classify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations, as to dividends, qualifications, or terms or conditions of the redemption of the stock.
3. The Corporation reserves the right to amend its Charter or Articles of Incorporation or both in a way which alters the contract rights as expressly set forth in the Charter, even though such amendment may substantially adversely affect the Stockholders' rights.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of September, 1983, and I acknowledge same to be my act.

WITNESS:
Parula Ann Ross

INCORPORATOR:
James V. Anthenelli
James V. Anthenelli

LIBER 38 PAGE 782
ARTICLES OF INCORPORATION
OF
DRS. SYMONS AND ROBINS, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 21, 1983 at 8:56 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2610, folio 3659, 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 147988

received for Record April 11, 1984 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 280-282.

[Handwritten Signature]

[Handwritten Note:] Ex & M Dr. John T. Symons, Suite No. 1,
207 & 209 Maryland Ave., Baltimore, Md. 21201

PA 02

3240

841018

LIBER 38 PAGE 783

ARTICLES OF INCORPORATION

OF

Gary R. Watson, Inc.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Gary R. Watson, whose post office address is Post Office Box 2618, Salisbury, Wicomico County, Maryland 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: Gary R. Watson, Inc.

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

(a) To act as a general contractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(b) To carry on any other businesses which may seem to the corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate the transaction of its business, or any part thereof, or in the transaction of any business that may be calculated, directly or indirectly, to enhance the value of its property or rights, provided that in the transaction of its business the corporation shall at all times be subject to the laws and statutes of each state or foreign country in which the same may be transacted, or its property may be located. The foregoing statement and purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

(c) In addition to the foregoing purposes, objects, and business, the corporation shall, at all times, have and enjoy all of 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.

FOURTH: The post office address of the principal office of the corporation is Post Office Box 2618, Salisbury, Maryland 21801. The resident agent of the corporation is Gary R. Watson, whose address is Route 1, Hebron, Maryland 21830. Said resident agent is a citizen of the State of Maryland.

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

Return to: W. Deane AHY
1100 Conshohocken Highway
Ocean City MD 21842

REC'D
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LISER 38 PAGE 784

(a) Each shareholder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned by him. Said certificate shall be signed by the proper officers of the corporation as provided in the By-Laws and shall thereafter be sealed with the seal of the corporation.

(b) Share of stock shall be transferred only on the books of the corporation by the holder thereof in person or by a duly authorized attorney and the old certificate, duly endorsed, shall be surrendered and cancelled before a new certificate is issued.

(c) 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 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 three (3) nor more than nine (9) directors, which numbers may be changed in any lawful manner as the By-Laws may from time to time provide, provided that:

(a) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); and

(b) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

Gary R. Watson, Henry Wehner, and Connie Williams shall act as the directors of the corporation until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following:

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class and securities converted into shares of its stock with or without par value of any class, for such consideration of said consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

(b) 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 net profits of the corporation 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 such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) Subject to any limitation or restriction 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 and the conversion rights of such shares.

(d) 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 all other corporations or unincorporated business entities.

(e) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of two (2) or more of the directors of the corporation, which to the extent provided in said Resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it, and such committees shall have such names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

(f) When and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of the majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the corporation.

(g) To adopt and carry into effect employee and officers pension, hospitalization, and other benefit plans.

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

NINTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 19th day of September, 1983.

WITNESS:

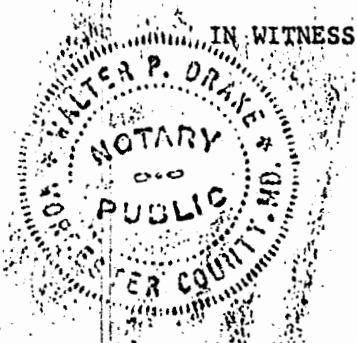
Walter P. Drake

Gary R. Watson (SEAL)
GARY R. WATSON

STATE OF MARYLAND, WORCESTER COUNTY, TO WIT:

I HEREBY CERTIFY that on this 19th day of September, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GARY R. WATSON and acknowledged the foregoing Articles of Incorporation to be his act.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.



Walter P. Drake
NOTARY PUBLIC

My Commission Expires: 7/1/86

LIBER 38 PAGE 786
ARTICLES OF INCORPORATION

OF

GARY R. WATSON, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 22, 1983 at 9:57 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2610, folio 4 3239, 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 147905

received for Record Apr 11, 1984 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
38, Folios 283-286.

[Handwritten Signature]
gcp

[Handwritten Address]
E & M Gary R. Watson, Route 1, Helron, Md. 21830
11/24/84

aw

841019 LIBER 38 PAGE 787

ARTICLES OF INCORPORATION
OF
DELMARVA AUTO GLASS, INC.
A Maryland Close Corporation

THIS IS TO CERTIFY:

That I, the subscriber, Arthur D. Webster, whose post office address is 110 Baptist 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:

DELMARVA AUTO GLASS, INC.

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 the business of repairing and replacing glass in automobiles, trucks and all other types of motor vehicles; and
- (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; and
- (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; and

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LAW OFFICES
WEBSTER, WALSH
& SPERY
110 BAPTIST STREET
SALISBURY, MD. 21801
(301) 749-0333

32578014

5.

LIBER 38 PAGE 788

(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; and

(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 509 Burton Street, Salisbury, Wicomico County, Maryland 21801.

The resident agent of the Corporation is Arthur D. Webster, whose post office address is 110 Baptist Street, P.O. Box 307, 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.

ARTICLE V

Directors

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 Gary Parks, Jr., P.O. Box 220, Mardela Springs, Wicomico County, Maryland 21801, shall serve as the sole Director of the Corporation.

ARTICLE VI

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE VII

Capital Stock

The total amount of the authorized stock of the Corporation is Twenty Thousand (20,000) shares of common stock of One Dollar (\$1.00) par value each share.

The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, 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 VIII

Amendment

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 September, 1983.

TEST:

 (SEAL)
Arthur D. Webster

LAW OFFICES
WEBSTER, WALSH
& SPERY
110 BAPTIST STREET
SALISBURY, MD. 21801
(301) 749-0333

LIBER 38 PAGE 790

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 12th day of September, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Arthur D. Webster 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:
July 1, 1986

LISER 38 PAGE 791
ARTICLES OF INCORPORATION
OF
DELMARVA AUTO GLASS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 14, 1983 at 8:54 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2610, folio 5 1632, 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.

Gal B. Auburn



A 147633

glw received for Record Sept. 11, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 287-291.

A. James Smith Clerk

Ex & D Arthur D. Webster, Atty. 4/24/84

841020

KENNETH V. HELAND, P.A.

ARTICLES OF INCORPORATION

FIRST: I, KENNETH V. HELAND, whose post office address is 130 East Main Street, P.O. Box 1626, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is KENNETH V. HELAND, P.A.

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

(1) To engage in the practice of law; to appear in a representative capacity as an attorney; to draw papers, pleadings, or documents; to perform any act in connection with legal proceedings before a federal, state, or city court or any subdivision thereof; to advise or direct others as to civil or criminal law; to enforce, settle, adjust, or compromise defaults, disputes, claims; to prepare, draw, assist in the preparation or drawing of any papers relating to the rights of others; and to prepare, draw, procure, assist in preparation or drawing of affidavits, deeds, wills, conveyances, and mortgages; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 130 East Main Street, P.O. Box 1626, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth V. Heland, 130 East Main Street, P.O. Box 1626, 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 One Thousand (1,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be One (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than One (1). The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Kenneth V. Heland.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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RICHARDSON, ANDERSON
& HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P O BOX 1626
SALISBURY, MARYLAND 21801
1301 742-8944

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

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

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

3. With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or 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 in the Corporation and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
- (g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation;

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of August, 1983, and I acknowledge same to be my act.

Kenneth V. Heland
Kenneth V. Heland

RICHARDSON, ANDERSON
& HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P O BOX 288
BALTIMORE, MARYLAND 21201
15011 102-0244

LIBER 38 PAGE 794
ARTICLES OF INCORPORATION
OF
KENNETH V. HELAND, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 29, 1983 at 9:23 o'clock A.M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2609, folio 0383 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 \$ _____

drb 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.

[Signature]



A 147119

received for Record APR 14 1984 and recorded in the
corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 292-294.

A. James Smith Clerk

E. & O. Kenneth V. Heland, Atty. 4/24/84

DA

LIGER 38 PAGE 795

ARTICLES OF INCORPORATION

841021

OF

DRS. ABRONS AND REILLY, P.A.

THIS IS TO CERTIFY:

FIRST: That, We, the subscribers, S. Albert Abrons, M.D. and Robert J. Reilly, M.D., being duly licensed to practice medicine in the State of Maryland, whose post office address is 613 Tony Tank Lane, Salisbury, Wicomico County, Maryland 21801, being at least eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland, particularly the Professional Service Corporation Act and the Close Corporation Act, hereby form a Professional Service Close Corporation by the execution and filing of these Articles.

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

DRS. ABRONS AND REILLY, P.A.

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

- (a) To engage in the practice of family medicine.
- (b) To invest its funds in real estate, mortgages, stocks, bonds or any other type of inventory, and to own real and personal property necessary for the rendering of the professional service specified above.

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6447CHK 5.00
01 01984 4-11A11:21

32518098

LISER 38 PAGE 796

(c) To do such acts and carry on such business as may be permitted by the Professional Services Corporation Act of the State of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation is 613 Tony Tank Lane, Salisbury, Wicomico County, Maryland 21801. The resident agent of the Corporation is W. Newton Jackson, 3d, 115 Broad Street, P.O. Box 910, Salisbury, Wicomico County, Maryland 21801. 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 (1,000) shares having a par value of One Hundred Dollars (\$100.00) 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 nonassessable.

(b) Each shareholder shall be entitled to a stock certificate or certificates certifying the number and kind of shares owned by him. Said certificate shall be signed by the proper officers of the Corporation as provided in the Bylaws and shall thereafter be sealed with the seal of the Corporation.

(c) Shares of stock shall be transferred only on the books of the Corporation by the holder thereof in person or by a duly authorized attorney and on the surrender of the certificate or certificates duly endorsed.

(d) Each stock certificate, upon issue, shall contain a clear reference to the fact that the Corporation is a close corporation.

SIXTH: Pursuant to the Corporations and Associations Article of the Annotated Code of Maryland, the Corporation shall initially have two directors, which number may be increased pursuant to the Bylaws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are S. Albert Abrons and Robert J. Reilly.

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, subject to such restrictions, if any, as may be set forth and included in the Professional Services Corporation Act and Close Corporation Act of the State of Maryland:

1. 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 these Articles of Incorporation or amendment thereto, or by the Bylaws, as constituted from time to time, expressly conferred upon or reserved to stockholders.

2. The Board of Directors is expressly authorized to issue shares of the corporation's stock, with or without par value, of any class for such consideration as said Board of Directors may deem

advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 6th day of September, 1983, and acknowledge the same to be our act.

[Signature]
Witness

S. Albert Abrons (SEAL)
S. Albert Abrons

[Signature]
Witness

Robert J. Reilly (SEAL)
Robert J. Reilly

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 6th day of September, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared S. ALBERT ABRONS and ROBERT J. REILLY and acknowledged the foregoing Articles of Incorporation to be their act and deed.

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

Terri L. Baker
Notary Public



My Commission Expires:

July 1, 1986

LIBER 38 PAGE 799
ARTICLES OF INCORPORATION

OF

DRS. ABRONS AND REILLY, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 8, 1983 at 9:16 o'clock AM. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2609, folio 2715, 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 147436

received for Record *April 1984* and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 38, Folios 295-299.

[Handwritten Signature] Clerk

Exec D. W. Newton Jackson, 3d, Atty. 4/24/84

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DELMARVA LEASING, INC.

ARTICLES OF REVIVAL

(TITLE 3, SUBTITLE 508-509-510 of

"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF THE ANNOTATED CODE

Delmarva Leasing, Inc., a Maryland corporation having its principal office in Wicomico County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on October 7, 1981 for non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Delmarva Leasing, Inc.

THIRD: The name by which the Corporation will hereafter be known is Delmarva Leasing, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Wicomico County Airport, Salisbury, Maryland 21801.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland : J. Davidge Warfield, Dover & Chilcutt Rds. P. O. Box 1207, Easton, Md. 21601 Maryland. Said resident agent is a citizen actually residing in this State.

LEGISLATIVE

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