

PARTNERSHIP AGREEMENT

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THIS PARTNERSHIP AGREEMENT is made this 11th day of May, 1984, by and between RAYMOND D. JERGE, JANET JERGE, ROSS C. BROOKS, GRACE BROOKS, FRANK J. KILIAN, II, and DEBORAH KILIAN.

Explanatory Statement

The parties hereto desire to enter into the business of purchasing, acquiring, leasing, owning and selling real property, including but not limited to that certain parcel of land, and all improvements constructed thereon, described on Exhibit A hereto, and engaging in any other lawful phase or aspect of the real estate business. In order to accomplish their aforesaid desires, the parties hereto desire to join together in a general partnership under and pursuant to the Uniform Partnership Act, Title 9, of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Act").

NOW, THEREFORE, in consideration of their mutual promises, covenants and agreements, and the Explanatory Statement, which Explanatory Statement is incorporated by reference herein and made a substantive part of this Partnership Agreement, the parties hereto do hereby promise, covenant and agree as follows:

Definitions

Throughout this Partnership Agreement, and unless the context otherwise requires, the word or words set forth below within the quotation marks shall be deemed to mean the words which follow them:

A. "Agreement" - This Partnership Agreement.

B. "Bankruptcy" - The filing by a Partner of a petition commencing a voluntary case under the Bankruptcy Code; a general assignment by a Partner for the benefit of creditors; an admission in writing by a Partner of his inability to pay his debts as they become due; the filing by a Partner of any petition or answer in any proceeding seeking for himself, or consenting to, or acquiescing in, any insolvency, receivership, composition, readjustment, liquidation, dissolution, or similar relief under any present or future statute, law or regulation, or the filing by a Partner of an answer or other pleading admitting or failing to deny, or to contest, the material allegations of the petition filed against him in any such proceeding; the seeking or consenting to, or acquiescence by a Partner in, the appointment of any trustee, receiver or liquidator of him, or any part of his property; and the commencement against a Partner of an involuntary case under the Bankruptcy Code, or a proceeding under any receivership, composition, readjustment, liquidation, insolvency, dissolution or like law or statute, which case or proceeding is not dismissed or vacated within sixty (60) days.

C. "Partner" - Each of the persons signatory hereto and any other person or persons who may subsequently be designated as a general partner of this Partnership pursuant to the further terms of this Agreement.

D. "Partnership" - This general partnership.

E. "Partnership Interest" - The share of profits and surplus of a Partner (as defined by Section 9-503 of the Act) and the ownership interest as set forth in Exhibit A hereto and in the real property known as 1201 Mount Hermon Road, Parsons

Election District, Salisbury, Maryland together with all improvements thereon and fixtures thereto, and containing a gross area of 0.486 acres of land, more or less, which is located on the southerly side and binding upon U.S. Rte. 50 on the easterly side of and binding upon Pacific Avenue and on the northerly side of and binding upon Mount Hermon Road consisting of Burger King Restaurant premises and related facilities as more particularly described on Exhibit A hereto and incorporated herein by reference.

F. "Partnership Rights" - The property rights of a Partner (as defined by Section 9-501 of the Act), which are comprised of a Partner's: (1) right in specific partnership property, (2) interest in the Partnership, and (3) right to participate in the management thereof.

G. "Persons" - Individuals, partnerships, corporations, unincorporated associations, trusts, estates and any other type of entity.

H. "Retirement" - The decision or determination of a Partner to no longer continue as a Partner, upon written notice to all of the other Partners.

Section 1. Name.

The name of the Partnership shall be 1201 MOUNT HERMON ROAD PARTNERSHIP.

Section 2. Principal Place of Business.

The principal office and place of business of the Partnership (the "Office") shall be located at 1201 Mount Hermon Road, Salisbury, Maryland 21801. The Partnership shall have such other or additional offices as the Partners may, from time to time, determine in accordance with Section 8 of this Agreement.

Section 3. Business and Purpose.

3.1. The businesses and purposes of the Partnership are to acquire, hold, manage, operate, develop, sell and lease real property (the "Property"), or interests therein, including but not limited to that certain parcel of land, and all improvements constructed thereon, described on Exhibit A hereto and incorporated herein by reference, and to engage in any other phase or aspect of the real estate business, and such other businesses and purposes as the Partners may from time to time determine in accordance with Section 8 of this Agreement.

3.2. The Partnership may also do and engage in any and all other things and activities and have all powers incident to the said acquisition, holding, management, operation, development, sale and leasing of the Property, or any part or parts thereof, including, by way of illustration and not by way of limitation, arranging for and delivering contracts of sale, deeds, leases, deeds of trust, ground leases, mortgages, notes and other evidence of indebtedness, security agreements, and other security instruments; entering into agreements for the construction, design and management of improvements; and doing all things reasonably incident to the development, management, leasing and sale of the Property.

Section 4. Term.

The Partnership shall commence upon the date of this Agreement, as set forth above. Unless sooner terminated pursuant to the further provisions of this Agreement, the Partnership shall continue until the close of business on May 10, 2024.

Section 5. Ownership Interest and Capital Contributions.

5.1. The ownership interest in the Partnership is divided among the Partners in accordance with their ownership interest in the real property as described on Exhibit A hereto and incorporated herein by reference. The ownership interest shall be as follows:

One-half interest owned jointly as tenants by the entireties by Raymond D. Jerge and his spouse Janet Jerge with right of survivorship.

One-fourth interest owned jointly as tenants by the entireties by Ross C. Brooks and his spouse Grace Brooks with right of survivorship.

One-fourth interest owned jointly as tenants by the entireties by Frank J. Kilian, II and his spouse Deborah Kilian with right of survivorship.

It is hereby understood and agreed among the parties hereto that upon the death of the survivor of Ross C. Brooks and his spouse, Grace Brooks, that the one-fourth interest held by them (the Brooks) in the partnership property as tenants in common with the other Partners to this Agreement, shall thereby and thereupon be irrevocably assigned for One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, to Deborah Kilian and Frank J. Kilian, II as tenants by the entireties, or the survivor of them, or their successors and assigns.

The original capital contributions to the Partnership of each of the Partners shall be made concurrently with their respective execution, acknowledgement, sealing and delivery of this Agreement in the following dollar amounts set forth after their respective names:

Raymond D. Jerge and Janet Jerge as tenants by the entireties:	\$ 28,160.60
Ross C. Brooks and Grace D. Brooks as tenants by the entireties:	\$ 14,080.30
Frank J. Kilian, II and Deborah Kilian as tenants by the entireties:	\$ 14,080.30

5.2. An individual capital account shall be maintained for each Partner. The capital account of each Partner shall consist of his or her original capital contribution, increased by (a) additional capital contributions made by him or her, and (b) his or her share of Partnership profits, and decreased by (i) distributions of such profits and capital to him or her, and (ii) his or her share of the Partnership losses.

5.3. Except as specifically provided in this Agreement, or as otherwise provided by and in accordance with law to the extent such law is not inconsistent with this Agreement, no Partner shall have the right to withdraw or reduce his or her contributions to the capital of the Partnership.

Section 6. Profit and Loss.

6.1. The percentages of Partnership Rights and Partnership Interest of each of the Partners in the Partnership shall be as set forth in Section 5.1 as to their respective ownership interest in the Partnership and its property.

6.2. Except as provided in Section 7.3. of this Agreement, for purposes of Sections 702 and 704 of the Internal Revenue Code of 1954, or the corresponding provisions of any future federal internal revenue law, or any similar tax law of any state or jurisdiction, the determination of each Partner's distributive share of all items of income, gain, loss, deduction, credit or allowance of the Partnership for any period or year shall be made in accordance with, and in proportion to, such Partner's percentage of Partnership Interest as it may then exist.

Section 7. Distribution of Profits.

7.1. The net cash from operations of the Partnership shall be distributed at such times as may be determined by the Partners in accordance with Section 8 of this Agreement among the Partners in proportion to their respective percentages of Partnership Interest, provided, however, that no amount of cash from operations shall be distributed during any fiscal year of the Partnership until after the Partnership has paid any required installment of the aggregate Purchase Price or Special Aggregate Purchase Price, as the case may be, provided in Section 19 hereof.

7.2. As used in this Section 7, the term "net cash from operations" shall mean:

7.2.1. The taxable income of the Partnership for federal income tax purposes as shown on the books of the Partnership, increased by (a) the amount of depreciation and amortization deductions taken in computing such taxable income and (b) any non-taxable income or receipts of the Partnership, and reduced by (i) payments upon the principal of any installment obligations, mortgages or deeds of trust respecting Partnership assets or of other Partnership debts, and (ii) such expenditures for capital improvements or replacements, such reserves for said improvements and replacements and such reserves for repairs and to meet anticipated expenses and for working capital as the Partners, in accordance with Section 8 of this Agreement, shall deem to be reasonably necessary in the efficient conduct of the business; plus

7.2.2. Any excess funds resulting from the placement, or excess or refinancing of, any mortgages or deeds of trust on Partnership Property or the encumbering or financing of such Property in any other manner; plus

7.2.3. Any other funds (including amounts previous set aside for reserves by the Partners, in accordance with Section 8 of this Agreement, to the extent the Partners, in accordance with Section 8 of this Agreement, no longer regard such reserves as reasonably necessary in the efficient conduct of the Partnership business) deemed available for the distribution by the Partners, in accordance with Section 8 of this Agreement.

7.2.4. In determining the amount of net cash from operations, any negative balances in any category described in Sections 7.2.1, 7.2.2 and 7.2.3 shall be netted against the positive balances in the other such categories. Cumulative negative or positive balances shall be carried forward.

7.3. In addition to the distributions pursuant to Section 7.1 of this Agreement, upon any sale, transfer or other disposition of any capital asset of the Partnership (hereinafter referred to as a "Disposition"), the proceeds of such Disposition shall first be applied to the payment or repayment of any selling or other expenses incurred in connection with the Disposition and to the payment of any indebtedness secured by the asset subject to the Disposition immediately prior thereto; all proceeds remaining thereafter (the "Net Proceeds") shall be retained by the Partnership or be distributed, at such time or times as shall be determined by the Partners in accordance with Section 8 of this Agreement, to the Partners in proportion to their respective percentages of Partnership Interest; provided, however, that for purposes of Sections 702 and 704 of the Internal Revenue Code of 1954, or the corresponding provisions of any future federal internal revenue law, or any similar tax law or any state or jurisdiction, each Partner's distributive share of all items of income, gain, loss, deduction, credit or allowance in respect of any such Disposition shall be made and based upon such Partner's basis in such capital asset.

Section 8. Management of the Partnership Business.

8.1. All decisions respecting the management, operation and control of the Partnership business and determinations made in accordance with the provisions of this Agreement shall be made only by the unanimous vote or consent of all of the Partners.

8.2. Nothing herein contained shall be construed to constitute any Partner the agent of another Partner, except as expressly provided herein, or in any manner to limit the Partners in the carrying on of their own respective businesses or activities. Any of the Partners, or any agent, servant or employee of any of the Partners, may engage in and possess any interest in other businesses or ventures of every nature and description, independently or with other persons, whether or not, directly or indirectly, in competition with the business or purpose of the Partnership, and neither the Partnership nor any of the Partners shall have any rights, by virtue of this Agreement or otherwise, in and to such independent ventures of the income or profits derived therefrom, or any rights, duties or obligations in respect thereof.

8.3. The Partners shall devote to the conduct of the Partnership business so much of their respective time as may be reasonably necessary for the efficient operation of the Partnership business.

Section 9. Salaries.

Unless otherwise agreed by the Partners in accordance with Section 8 of this Agreement, no Partner shall receive any salary for services rendered to or for the Partnership.

Section 10. Legal Title to Partnership Property.

Legal title to the property of the Partnership shall be held in the name of 1201 MOUNT HERMON ROAD PARTNERSHIP or in such other name or manner as the Partners shall determine to be in the best interest of the Partnership. Without limiting the foregoing grant of authority, the Partners may arrange to have title taken and held in their own names or in the names of trustees, nominees or straw parties for the Partnership. It is expressly understood and agreed that the manner of holding title to property (or any part thereof) of the Partnership is solely

for the convenience of the Partnership, and that all such property shall be treated as Partnership property subject to the terms of this Agreement.

Section 11. Banking.

All revenues of the Partnership shall be deposited regularly in the Partnership savings and checking accounts at such bank or banks as shall be selected by the Partners in accordance with Section 8 of this Agreement, and the signatures of such Partners as shall be determined in accordance with Section 8 of this Agreement shall be honored for banking purposes, other than the extension of credit to, or the borrowing of money by or on behalf of, the Partnership.

Section 12. Books; Fiscal Year; Audits.

Accurate and complete books of account shall be kept by the Partners and entries promptly made therein of all of the transactions of the Partnership, and such books of account shall be open at all times to the inspection and examination of the Partners. The books shall be kept on the basis of accounting selected by the accountant regularly servicing the Partnership and the fiscal year of the Partnership shall be the calendar year. A compilation, review or audit of the Partnership, as shall be determined by the Partners in accordance with Section 8 of this Agreement, shall be made as of the closing of each fiscal year of the Partnership by the accountants who shall then be engaged by the Partnership.

Section 13. Transfer of Partnership Interest and Partnership Rights.

For the Purpose of Section 13, the term "Offering Partner" shall mean either the one-half tenants by entireties interest held by Raymond D. Jerge and Janet Jerge, or the survivor of them, and the other one-half interest consisting of the one-quarter interest held by Frank J. Kilian, II and Deborah Kilian as tenants by the entireties, or the survivor of them and together with the one-quarter interest held by Ross C. Brooks and Grace D. Brooks, tenants by the entireties, or the survivor of them. No Offering Partner, except as otherwise provided in Sections 5, 14, 15 and 16 hereof, shall during the term of the Partnership, sell, hypothecate, pledge, assign or otherwise transfer with or without consideration (hereinafter collectively referred to as a "Transfer"), any part or all of the said one-half Partnership Interests or Partnership Rights in the Partnership to any other person (a "Transferee"), without first offering (hereinafter referred to as the "Offer") that portion of the one-half Partnership Interest and Partnership Rights in the Partnership subject to the contemplated transfer (hereinafter referred to as the "Offered Interest") first to the Partnership, and secondly, to the other Partners, at a purchase price (hereinafter referred to as the "Transfer Purchase Price") and in a manner as follows:

13.1. The Transfer Purchase Price shall be the Appraised Value (as defined in Section 18.1).

13.1.1. The Offer shall be made by the Offering Partner first to the Partnership by written notice (hereinafter referred to as the "Offering Notice"). Within twenty (20) days (hereinafter referred to as the "Partnership Offer Period") after receipt by the Partnership of the Offering Notice, the Partnership shall notify the Offering Partner in writing (hereinafter referred to as the "Partnership Notice"), whether or not

the Partnership shall accept the Offer and shall purchase all but not less than all of the Offered Interest. If the Partnership accepts the Offer to purchase the Offered Interest, the Partnership Notice shall fix a closing date not more than twenty-five (25) days (hereinafter referred to as the "Partnership Closing Date") after the expiration of the Partnership Offer Period.

13.1.2. In the event the Partnership decides not to accept the Offer, the Offering Partner or the Partnership, at his or its election, shall, by written notice (hereinafter referred to as the "Remaining Partner Notice") given within that period (hereinafter referred to as the "Partner Offer Period") terminating ten (10) days after the expiration of the Partnership Offer Period, made the Offer of the Offered Interest to the other Partners, each of whom shall then have a period of twenty-five (25) days (the "Partner Acceptance Period") after the expiration of the Partner Offer Period within which to notify in writing the Offering Partner whether or not he intends to purchase all but not less than all of the Offered Interest. If two (2) or more Partners of the Partnership desire to accept the Offer to purchase the Offered Interest, then, in the absence of an agreement between them, such Partners shall have the right to purchase the Offered Interest in the proportion which their respective percentage of Partnership Interest in the Partnership bears to the percentage of Partnership Interest of all of the Partners who desire to accept the Offer. If the other Partners intend to accept the Offer and to purchase the Offered Interest, the written notice required to be given by them shall fix a closing date not more than ten (10) days after the expiration of the Partner Acceptance Period (hereinafter referred to as the "Partner Closing Date").

13.2. The aggregate dollar amount of the Transfer Purchase Price shall be payable in cash on the Partnership Closing Date or on the Partner Closing Date, as the case may be, unless the Partnership or the purchasing Partners shall elect prior to or on the Partnership Closing Date or the Partner Closing Date, as the case may be, to purchase such Offered Interest in installments pursuant to the provisions of Section 19 hereof.

13.3. If the Partnership or the other Partners fail to accept the Offer or, if the Offer is accepted by the Partnership or the other Partners and the Partnership or the other Partners fail to purchase all of the Offered Interest at the Transfer Purchase Price within the time and in the manner specified in this Section 13, then the Offering Partner shall be free, for a period (hereinafter referred to as the "Free Transfer Period") of sixty (60) days from the occurrence of such failure, to transfer the Offered Interest to a Transferee; subject only to any additional restrictions on such Transfer that may be imposed by this Agreement or any other agreement. Any such Transferee, upon acquiring the Offered Interest, shall automatically be bound by the terms of this Agreement and shall be required to join in, execute, acknowledge, seal and deliver a copy of this Agreement as a result of which he shall become an additional party hereto. If the Offering Partner shall not transfer the Offered Interest within the Free Transfer Period, his right to transfer the Offered Interest free of the foregoing restrictions shall thereupon cease and terminate.

13.4. No transfer made pursuant to this Section 13 shall dissolve or terminate the Partnership or cause the Partnership to be wound-up, but, instead, the business of the Partnership shall be continued as if such Transfer had not occurred.

Section 14. Purchase Upon Death.

14.1. For the purpose of this Section 14 "Decedent" shall mean only the deceased Partner who is the survivor in interest to either the one-half interest owned by the Jerges as tenants by the entirety (i.e., the Personal Representative of the Estate of the last survivor of both Jerges) or the deceased Partner who is the last successor in and to the one-half interest owned by the Brooks and Kilians pursuant to the provisions of Section 5 hereinabove (i.e., the Personal Representative of the Estate of the last survivor of both Kilians and both Brooks). In the event that the deceased Partner shall be the last survivor to the one-quarter interest owned by the Kilians and the said decedent is survived by either Ross C. Brooks or Grace D. Brooks, then and if that event, the Brooks or the survivor of them shall have the first right to purchase the one-quarter Kilian interest in accordance with the provisions of Section 13 hereinabove. Said right must be exercised by the Brooks or the survivor of them, in writing, with copies of the same being furnished to all then living members of the Partnership, not later than sixty (60) days subsequent to the date of death of the survivor of both Kilians. In the absence of the exercise of such right by the Brooks or the survivor of them, then and in such instance, the disposition of the one-quarter interest owned by the Kilians shall be governed by the provisions of Sections 14.1 and 14.2 hereof.

14.1. Upon the death of any Partner (said deceased Partner being hereinafter referred to as the "Decedent"), the Partnership shall neither be terminated nor wound-up nor dissolved, but, instead, the business of the Partnership shall be continued as if such death had not occurred. Further, in such instance, the Partnership shall purchase and the Decedent's personal representatives, heirs, legatees, trustees, or beneficiaries, as the case may be, shall sell any and all Partnership Interest and Partnership Rights owned by the Decedent at the time of his death. The Partnership shall, by written notice addressed to the Decedent's personal representatives, heirs, legatees, trustees, or beneficiaries, as the case may be, fix a closing date for such purchase; the closing date shall be not less than ten (10) days after the appointment of such personal representatives, but in no event longer than one (1) year after the date of death of the Decedent. The Partnership shall purchase the Decedent's Partnership Interest and Partnership Rights on the closing date at a price (hereinafter referred to as the "Decedent Purchase Price") which shall be the Value (as defined in Section 18.1).

14.2. The aggregate dollar amount of the Decedent Purchase Price shall be payable in cash on the closing date, unless the Partnership shall elect prior to or on the closing date to purchase the Decedent Interest in installments as provided in Section 19 hereof.

Section 15. Purchase Upon Bankruptcy or Retirement.

15.1. Upon the Bankruptcy or Retirement from the Partnership of any Partner (the "Withdrawing Partner"), the Partnership shall neither be terminated nor wound-up, but, instead, the business of the Partnership shall be continued as if such Bankruptcy or Retirement, as the case may be, had not occurred, and the Partnership shall purchase and the Withdrawing Partner shall sell all of the Partnership Interest and Partnership Rights (the "Withdrawing Partner's Interest") owned by the Withdrawing Partner in the Partnership on the date of such Bankruptcy or Retirement (the "Withdrawal Date"). The Partnership shall, by written notice addressed to the Withdrawing Partner or to the legal representative of a bankrupt Partner,

fix a closing date for such purchase which shall be not less than seventy-five (75) days after the Withdrawal Date. The Withdrawing Partner's Interest shall be purchased by the Partnership on such closing date at a price (the "Withdrawing Purchase Price") which shall be the Value (as defined in Section 18.1 of this Agreement).

15.2. The aggregate dollar amount of the Withdrawing Purchase Price shall be payable in cash on the closing date, unless the Partnership shall elect prior to or on the closing date to purchase the Withdrawing Partner's Interest in installments as provided in Section 19 of this Agreement.

Section 16. Certain Further Events Giving Right to Purchase Option.

16.1. In the event that any Partner (the "Defaulting Partner"):

16.1.1. Shall have filed against him any tax lien respecting all or substantially all of his property and such tax lien shall not be discharged, removed or bonded within sixty (60) days of the date on which it was filed; or

16.1.2. Shall subject his Partnership Interest or Partnership Rights or any part thereof or interest therein to a charging order entered by any court of competent jurisdiction; then immediately upon the occurrence of either of said events (the "Occurrence Date"), the Partnership shall have the right and option, exercisable by written notice to the Defaulting Partner, within thirty (30) days of the Occurrence Date, to purchase from the Defaulting Partner, who shall sell to the Partnership, all of the Partnership Interest and Partnership Rights (the "Defaulting Partner's Interest") owned by the Defaulting Partner in the Partnership on the Occurrence Date. The Partnership shall, by written notice delivered to the Defaulting Partner or his successors, fix a closing date for such purchase which shall be not less than forty (40) days after the Occurrence Date, but in no event longer than seventy-five (75) days after the Occurrence Date. The Defaulting Partner's Interest shall be purchased by the Partnership on such closing date at a price (the "Defaulting Partner's Purchase Price") which shall be the Value (as defined in Section 18.1 of this Agreement).

16.2. The aggregate dollar amount of the Defaulting Partner's Purchase Price shall be payable in cash on the closing date, unless the Partnership shall elect prior to or on the closing date to purchase the Defaulting Partner's Interest in installments as provided in Section 19 of this Agreement.

Section 17. Certain Tax Aspects Incident to Transactions Contemplated by this Agreement.

It is the intention of the parties that the Transfer Purchase Price, the Decedent Purchase Price, the Withdrawing Purchase Price, and the Defaulting Partner's Purchase Price shall constitute and be considered as made in exchange for the interest of the retired Partner in partnership property, including good will, within the meaning of Section 736(b) of the Internal Revenue Code of 1954, as amended.

Section 18. The Appraised Value.

18.1. The term "Appraised Value", as used in this Agreement, shall be the dollar amount equal to the product obtained

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by multiplying (a) the percentage of Partnership Interest and Partnership Rights owned by a Partner by (b) the Fair Market Value of the Partnership's assets, as determined in accordance with Section 18.2.

18.2. The Fair Market Value of the Partnership's assets shall be determined in the following manner:

18.2.1. Within thirty (30) days of the date of the Offering Notice, date of death of a Decedent, the Withdrawal Date, or the Occurrence Date, as the case may be, the remaining Partners shall select an appraiser (the "Partnership Appraiser") to determine the Fair Market Value of the Partnership's assets, and the Partnership Appraiser shall submit his determination thereof within thirty (30) days after the date of his selection (the "Appraisal Due Date").

18.2.2. If the appraisal made by the Partnership Appraiser is unsatisfactory to the Offering Partner, the personal representatives, heirs, legatees, trustees, or beneficiaries of the Decedent, the Withdrawing Partner or the Defaulting Partner, as the case may be, then within fifteen (15) days after the date of the Appraisal Due Date, the Offering Partner, the personal representatives, heirs, legatees, trustees, or beneficiaries of the Decedent, the Withdrawing Partner or the Defaulting Partner, as the case may be, shall select an appraiser (the "Partner's Appraiser") to determine the Fair Market Value of the Partnership's assets, and such appraiser shall submit his determination thereof within thirty (30) days after the date of his selection.

18.2.3. If the appraisal made by the Partner's Appraiser is unsatisfactory to the remaining Partners, then the Partnership Appraiser and the Partner's Appraiser shall select a third appraiser (the "Appraiser") to determine the Fair Market Value of the Partnership's assets and such Appraiser shall submit his determination thereof within thirty (30) days after the date of his selection. The Appraiser's determination thereof shall be binding upon the Partnership, the remaining Partners and the Offering Partner, the personal representatives, heirs, legatees, trustees, or beneficiaries of the Decedent, the Withdrawing Partner or the Defaulting Partner, as the case may be.

18.3. Any and all appraisers selected in accordance with the provisions of this Section 18 shall be recognized appraisers with offices in Maryland, who shall conduct appraisals provided for in this Section 18 in accordance with generally accepted appraising standards. Any and all costs incurred in connection with any of the appraisals provided for this Section 18 shall be borne equally by the remaining Partners, and the Offering Partner, the the personal representatives, heirs, legatees, trustees, or beneficiaries of the Decedent, the Withdrawing Partner or the Defaulting Partner, as the case may be.

Section 19. Installment Payments.

19.1. In the event that there shall be an election pursuant to the provisions of Sections 13.2, 14.2, 15.2, or 16.2 hereof to purchase (the Partner or the Partnership so purchasing shall be hereinafter, where appropriate, referred to as the "purchasing person") the Offering Partner's interest, the Decedent's Interest, the Withdrawing Partner's Interest or the Defaulting Partner's Interest, as the case may be (hereinafter where appropriate, referred to as the "Interest"), on an installment basis, then the terms and conditions of such installment purchase shall be as set forth in Section 19.1.1 and Section 19.1.2 in the case of an election pursuant to Section 13.2 or 14.2 and as set forth in Section 19.1.3 and Section 19.1.4 in the case of an election pursuant to Section 15.2 or 16.2 hereof.

19.1.1. Twenty-five percent (25%) of the aggregate purchase price due for such Interest (hereinafter, where appropriate, referred to as the "Aggregate Purchase Price") shall be paid on the closing date; and

19.1.2. The remainder of the Aggregate Purchase Price shall be paid in three (3) equal consecutive annual installments on each anniversary of the closing date over a period, beginning with the year following the calendar year in which the sale occurred (hereinafter referred to as the "Installment Payment Period").

19.1.3. Twenty-five percent (25%) of the aggregate purchase price due for such Interest (hereinafter, where appropriate, referred to as the "Special Aggregate Purchase Price") shall be paid on the closing date; and

19.1.4. The remainder of the Special Aggregate Purchase Price shall be paid in three (3) equal consecutive annual installments on each anniversary of the closing date over a period, beginning with the year following the calendar year in which the sale occurred (hereinafter referred to as the "Special Installment Payment Period").

19.1.4.1. Anything contained in this Section 19 to the contrary notwithstanding, the entire unpaid balance of the Aggregate Purchase Price and Special Aggregate Purchase Price shall become immediately due and payable upon the sale, exchange, transfer or other disposition of all or substantially all of the Property or assets of the Partnership.

19.1.5. The purchasing person shall pay simple interest at the rate of twelve percent (12%) per annum on the unpaid balance of the Aggregate Purchase Price or Special Aggregate Purchase Price on each anniversary of the closing date during the Installment Payment Period or Special Installment Payment Period, as the case may be.

19.2. The unpaid balance of the Aggregate Purchase Price or Special Aggregate Purchase Price shall be evidenced and secured by a Note and Mortgage, in that form customary in usage by members of the Bar of Wicomico County, Maryland.

Section 20. Delivery of Evidence of Interest.

On the closing date, upon payment of the Aggregate Purchase Price or special Aggregate Purchase Price, as the case may be, for the purchase of the Interest hereunder or, if payment is to be made in installments pursuant to the provisions of Section 19 hereof, upon the first payment, the Offering Partner, the Withdrawing Partner, the personal representative of the Withdrawing Partner (in the event of the bankruptcy of the Withdrawing Partner) or the Defaulting Partner, as the case may be, shall execute, acknowledge, seal and deliver to the purchasing person such instrument or instruments of transfer to evidence the purchase of the Interest (the "Instrument of Transfer") that shall be reasonably requested by counsel to the purchasing person in form and substance reasonably satisfactory to such counsel. If a tender of the Aggregate Purchase Price or Special Aggregate Purchase Price or, if payment is to be made in installments pursuant to the provisions of Section 19.1 hereof, the tender of the first payment thereof, shall be refused, or if the Instrument of Transfer shall not be delivered contemporaneously with the tender of the Aggregate Purchase Price or Special Aggregate Purchase Price or of the first payment thereof, as aforesaid, then the purchasing person shall be appointed, and the same is hereby irrevocably constituted and appointed, the attorney-in-fact with full power and authority to execute, acknowledge, seal and deliver the Instrument of Transfer.

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Section 21. Family Members.

For purposes of this Agreement, members of the "immediate family" of a Partner are hereby defined to be such person's spouse or children.

Section 22. Notices.

Any and all notices, offers, acceptances, requests, certifications and consents provided for in this Agreement shall be in writing and shall be given and be deemed to have been given when personally delivered against a signed receipt or mailed by registered or certified mail, return receipt requested, to the last address which the addressee has given to the Partnership. The address of each Partner is set under his signature at the end of this Agreement, and each Partner agrees to notify the Partnership of any change of address. The address of the Partnership shall be its principal office.

Section 23. Governing Law.

It is the intent of the parties hereto that all questions with respect to the construction of this Agreement and the rights, duties, obligations and liabilities of the parties shall be determined in accordance with the applicable provisions of the laws of the State of Maryland.

Section 24. Miscellaneous Provisions.

24.1. This Agreement shall be binding upon, and inure to the benefit of, all parties hereto, their personal and legal representatives, guardians, successors, and their assigns to the extent, but only to the extent, that assignment is provided for in accordance with, and permitted by, the provisions of this Agreement.

24.2. Nothing herein contained shall be construed to limit in any manner the Partners, or their respective agents, servants, and employees, in carrying on their own respective businesses or activities.

24.3. The Partners agree that they and each of them will take whatever action or actions as are deemed by counsel to the Partnership to be reasonably necessary or desirable from time to time to effectuate the provisions or intent of this Agreement, and to that end the Partners agree that they will execute, acknowledge, seal and deliver any further instruments or documents which may be necessary to give force and effect to this Agreement or any of the provisions hereof, or to carry out the intent of this Agreement, or any of the provisions hereof.

24.4. Throughout this Agreement, where such meanings would be appropriate: (a) the masculine gender shall be deemed to include the feminine and the neuter and vice versa, and (b) the singular shall be deemed to include the plural, and vice versa. The headings herein are inserted only as a matter of convenience and reference, and in no way define, limit or describe the scope of the Agreement, or the intent of any provisions thereof.

24.5. This Agreement and exhibits attached hereto set forth all (and are intended by all parties hereto to be an integration of all) of the promises, agreements, conditions, understandings, warranties and representations among the parties hereto with respect to the Partnership, and there are no promises, agreements, conditions, understandings, warranties or representations, oral or written, express or implied, among them other than as set forth herein.

24.6. Nothing contained in this Agreement shall be construed as requiring the commission of any act contrary to law. In the event there is any conflict between any provision of this Agreement and any statute, law, ordinance or regulation contrary to which the Partners have no legal right to contract, the later shall prevail, but in such event the provisions of this Agreement thus affected shall be curtailed and limited only to the extent necessary to conform with said requirement of law. In the event that any part, article, section, paragraph or clause of this Agreement shall be held to be indefinite, invalid or otherwise unenforceable, the entire Agreement shall not fail on account thereof, and the balance of the Agreement shall continue in full force and effect.

24.7. Each partner agrees to insert in his Will or to execute a Codicil thereto directing and authorizing his personal representatives to fulfill and comply with the provisions hereof and to sell and transfer his percentage of Partnership Interest and Partnership Rights in accordance herewith.

24.8. The Partnership shall have the right to make application for, take out and maintain in effect such policies of life insurance of the lives of any or all of the Partners, whenever and in such amounts as the Partners shall determine in accordance with Section 8 of this Agreement. Each Partner shall exert his best efforts and fully assist and cooperate with the Partnership in obtaining any such policies of life insurance.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals and acknowledged this Agreement as of the date first above written.

WITNESS:

[Handwritten signatures of witnesses]

Raymond D. Jerge (SEAL)
 RAYMOND D. JERGE

Janet Jerge (SEAL)
 JANET JERGE

Ross C. Brooks (SEAL)
 ROSS C. BROOKS

Grace Brooks (SEAL)
 GRACE BROOKS

Frank J. Kilian, II (SEAL)
 FRANK J. KILIAN, II

Deborah Kilian (SEAL)
 DEBORAH KILIAN

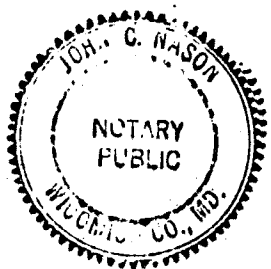
REC FEE 78.00
 TOTL 78.00
 9260CHK 78.00
 04 01984 5-14 P2:25

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

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1/14 day of May, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RAYMOND D. JERGE and JANET JERGE, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the above instrument, and acknowledged the same to be their respective act and deed.

AS WITNESS my hand and Notarial Seal.



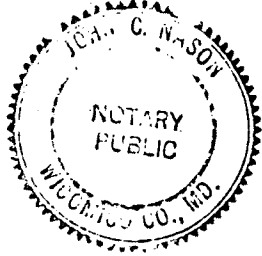
[Signature]
NOTARY PUBLIC

My Commission Expires: 7/1/86

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1/14 day of May, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROSS C. BROOKS and GRACE BROOKS, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the above instrument, and acknowledged the same to be their respective act and deed.

AS WITNESS my hand and Notarial Seal.



[Signature]
NOTARY PUBLIC

My Commission Expires: 7/1/86

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1/14 day of May, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared FRANK J. KILIAN, II, and DEBORAH KILIAN, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the above instrument, and acknowledged the same to be their respective act and deed.

AS WITNESS my hand and Notarial Seal.



[Signature]
NOTARY PUBLIC

My Commission Expires: 7/1/86

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

LIBER 39 PAGE 15

THIS DEED, made this 11 day of July, in the year one thousand nine hundred eighty-four, by DANIEL ALAN GIVARZ, hereinafter referred to as "Grantor", WITNESSETH:

THAT FOR AND IN CONSIDERATION of the sum of Six Hundred Twenty-Five Thousand Dollars (\$625,000.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, the said Grantor does hereby grant and convey an undivided one-quarter (1/4) interest unto ROSS C. BROOKS and GRACE D. BROOKS, his wife, 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, an undivided one-quarter (1/4) interest unto FRANK J. KILIAN, II, and DEBORAH B. KILIAN, his wife, 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 RAYMOND DOUGLAS JERGE and JANET LEE JERGE, his wife, 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, as Tenants-In-Common in their hereinbefore recited respective percentile interests, all of the following described property:

ALL those lots, tracts or parcels of land situate, lying and being in Parsons Election District, Wicomico County, State of Maryland, located on the Southerly side of and binding upon U.S. Route 50, on the Easterly side of and binding upon Civic Avenue, and on the Northerly side of and binding upon Mt. Hermon Road, and being more particularly described as follows: Beginning for the same at a cement post settled in the ground along the Northerly line of Mt. Hermon Road at the Southwesterly corner of Lot 4 and the Robert Mitchell, Jr. land, said place of beginning being the Southeasterly corner of the land hereby conveyed and being more particularly shown and designated on plat entitled "Property Survey For Twilley Associates", made by Harold W. Hampshire, dated January 26, 1973, and recorded among the Land Records of Wicomico County, Maryland, in Liber J.W.T.S.

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P.O. BOX 44
SALISBURY, MD
21801

No. 782, Folio 15; (1) thence running by and with the Northerly line of Mt. Hermon Road North 72 degrees 08 minutes 12 seconds West a distance of 60.28 feet, more or less, to a cement post; (2) thence North 16 degrees 20 minutes 38 seconds East a distance of 4.12 feet, more or less, to a cement post; (3) thence by and with the Easterly line of Civic Avenue North 37 degrees 56 minutes 12 seconds West a distance of 51.4 feet, more or less, to a cement post; (4) thence continuing by and with the Easterly line of Civic Avenue North 04 degrees 50 minutes 58 seconds East a distance of 95.44 feet to a cement post along the Easterly line of Civic Avenue; (5) thence continuing by and with the Easterly line of Civic Avenue North 45 degrees 45 minutes 08 seconds East a distance of 94.15 feet, more or less, to a cement post along the Southerly line of U.S. Route 50; (6) thence by and with the Southerly line of U.S. Route 50, South 77 degrees 40 minutes 42 seconds East a distance of 121.05 feet, more or less, to a cement post; (7) thence South 00 degrees 14 minutes 17 seconds East a distance of 24.05 feet, more or less, to a cement post located 5.09 feet Westerly of a cement post under a 24" tree; (8) thence by and with the Northerly line of the Mitchell land North 85 degrees 09 minutes 32 seconds West a distance of 70 feet, more or less, to a cement post; (9) thence by and with the Westerly line of Mitchell land South 11 degrees 26 minutes 38 seconds West a distance of 183.41 feet to the place of beginning, containing 0.486 acres of land, more or less, and being more particularly shown on the above referred to plat.

BEING in all respects the same property conveyed unto Daniel Alan Givarz from George E. Bahen and James M. Elliott by Deed dated May 29, 1980, and recorded among the Land Records of Wicomico County, Maryland, in Liber A.J.S. No. 943, Folio 283, et seq.

SUBJECT, HOWEVER, to all public ways and utilities rights-of-way and easements of public record; and SUBJECT, FURTHER, to the Denial of Access Provisions of the State Highway Administration - State Roads Commission Plat No. 54031.

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216 EAST MAIN ST.
P.O. BOX 44
SALISBURY, MD
21801

REFERENCE to the aforesaid deed and plat and to previous deeds and plats of the property hereby conveyed and to references therein contained is hereby made a part hereof as if fully herein set forth.

TOGETHER with the buildings and improvements thereon erected, made or being; and all and every, the rights, 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 ROSS C. BROOKS and GRACE D. BROOKS, his wife, 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, as to an undivided one-quarter (1/4) interest therein; unto FRANK J. KILIAN, II, and DEBORAH B. KILIAN, his wife, 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, as to an undivided one-quarter (1/4) interest therein; and unto RAYMOND DOUGLAS JERGE and JANET LEE JERGE, his wife, 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, as to an undivided one-half (1/2) interest therein; as Tenants-In-Common in their hereinbefore recited respective percentile interests.

AND the said DANIEL ALAN GIVARZ does hereby covenant that he has not done or suffered to be done any act, matter or thing whatsoever to encumber the property hereby conveyed, that he will warrant specially the property hereby conveyed, and that he will execute such further assurances of the same as may be requisite.

AS WITNESS the hand and seal of the said Grantor.

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

WITNESS:

[Signature]

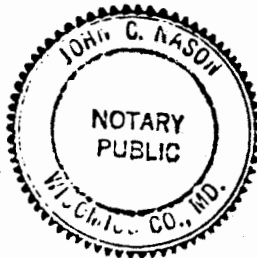
[Signature] (SEAL)
DANIEL ALAN GIVARZ

STATE OF MARYLAND, COUNTY OF Wicomico, TO WIT:

I HEREBY CERTIFY that on this 17th day of May, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DANIEL ALAN GIVARZ, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and he acknowledged that he executed the same for the purposes therein contained, and further acknowledged said instruments to be his act and deed.

AS WITNESS my hand and Notarial Seal.

[Signature]
NOTARY PUBLIC
My Commission Expires: 1/1/85



Received for Record May 19, 1984 and recorded in the
corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 39, Folios 1-18.

[Signature] C-11

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

[Signature], B, M & H, Attys. 5/21/84

3846

841964

LIBER 39 PAGE 19

ARTICLES OF INCORPORATION
OF
DAVID H. CLARK, P.A.

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

FIRST: I, DAVID H. CLARK, whose post office address is 132 East Main Street, Post Office Box 109, 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 DAVID H. CLARK, P.A.

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

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

(1) To engage in the business of rendering services in the practice of law, including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 132 East Main Street, Post Office Box 109, Salisbury, Maryland 21801. the name and post office address of the Resident Agent of the Corporation in this State is David H. Clark, 132 East Main Street, Post Office Box 109, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number shares of capital stock which the Coporation 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).

SEVENTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until his successor is duly chose and qualified is David H. Clark.

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

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

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

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

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

(3) With respect to:

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

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

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

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or 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 acquire;

(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 NINTH 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.

(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 12 day of November, 1983, and I acknowledge same to be my act.

WITNESS:

David H. Clark

David H. Clark (SEAL)
David H. Clark

LISER 39 PAGE 22

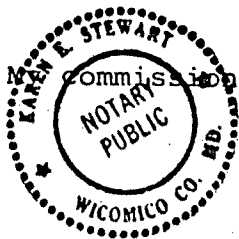
STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 15th day of *November*, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David H. Clark, and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Karen E. Stewart

Notary Public



Commission expires: 7/1/86

LIBER 39 PAGE 23

ARTICLES OF INCORPORATION

OF

DAVID H. CLARK, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 22, 1983 at 9:30 o'clock AM. as in conformity with law and ordered recorded.

Recorded in Liber 2619, folio 3845 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 150823

received for Record June 4, 1984 and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. 39, Folia 19-23

[Handwritten signature]

Ex. + [Handwritten notes]

841965 LIBER 39 PAGE 24

ARTICLES OF INCORPORATION OF JOHN T. PORTER, C.P.A., P.A.

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

FIRST: I, JOHN T. PORTER, whose post office address is 107 High Street, Post Office Box 153, 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 JOHN T. PORTER, C.P.A., P.A.

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

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

(1) To engage in the business of rendering services in the practice of accounting, including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 107 High Street, Post Office Box 153, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is John T. Porter, 107 High Street, Post Office Box 107, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number shares of capital stock which the Coporation 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).

SEVENTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until his successor is duly chosen and qualified is John T. Porter.

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

RECEIVED TOTAL 0617CHK 6-04 5.00 5.00 5.00 53:23

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

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

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

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

(3) With respect to:

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

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

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

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or 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 acquire;

(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 NINTH 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.

(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 17th day of November, 1983, and I acknowledge same to be my act.

WITNESS:

Dennis Stands

John T. Porter (SEAL)
John T. Porter

3855

LISER 39 PAGE 27

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 17th day of November 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John T. Porter, and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Karen E. Stewart
Notary Public



Commission expires: 7/1/86

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

LIBER 39 PAGE 28
ARTICLES OF INCORPORATION

OF

JOHN T. PORTER, C.P.A., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 22, 1983 at 9:30 o'clock AM. as in conformity
with law and ordered recorded.

Recorded in Liber 2619, folio 3851, 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 150824

received for Record Jan 4, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 39, Folios 24-28.

[Handwritten Signature]

tb by J.M. John T. Porter, 107 High St., P.O. Box 107, Salisbury, Md. 21801

246

LISER 39 PAGE 29
EASTON SCHWINN, INC.

841966

ARTICLES OF INCORPORATION

FIRST: I, THE UNDERSIGNED, GERALD THOMAS MCGINTY, whose address is 318 Whitman Avenue, Salisbury, Maryland, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

EASTON SCHWINN, INC.

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

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

A. To conduct and carry on the manufacture, production, purchase, sale, and distribution of bicycles; to manufacture and deal in or with equipment, repairs, and materials of any and all kinds useful or convenient thereto; and to engage in the repair and service of bicycles, and in any and all kinds of business in connection therewith.

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

FIFTH: The address of the principal office of the Corporation in this State is 318 Whitman Avenue, Salisbury, Maryland. The name and address of the Resident Agent of the Corporation in this State is Gerald Thomas McGinty. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is ONE THOUSAND (1,000) shares of common stock, having no par value.

RICHARDSON, ANDERSON
& HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P. O. BOX 258
SALISBURY, MARYLAND 21801
1201 742-8744

RECEIVED
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E0616CHK
01934
6-04 P3:23

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SEVENTH: The number of Directors shall be One (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is Gerald Thomas McGinty.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemify such corporate representative in connection with a proceeding in 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 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 22 day of November, 1983, and I acknowledge the same to be my act.

Gerald T. McGinty
Gerald Thomas McGinty

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, That on this 22nd day of November 1983, before me, a Notary Public in and for the State and County aforesaid, personally appeared Gerald Thomas McGinty, who made oath in due form of law that the matters and facts as stated in the foregoing Articles of Incorporation are true and correct.

AS WITNESS, my hand and Notarial Seal.

Edward P. Crowley
NOTARY PUBLIC

My Commission Expires:



RICHARDSON, ANDERSON
& HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P O BOX 258
SALISBURY, MARYLAND 21801
13011 M2-8744

LIBER 39 PAGE 32
ARTICLES OF INCORPORATION
OF
EASTON SCHWINN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 23, 1983 at 8:29 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2620, folio 245, 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 150874

received for Record June 9, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 39, Folios 29-32.

G. James Smith

CLERK

and management of such properties.

(g) To buy, sell, lease or manufacture store and tavern fixtures and appliances.

(h) To do any and every act or thing necessary and incidental to the carrying out of any or all of the above corporate purposes.

(i) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchise and assets of every kind of any other corporation, and to undertake, assume, guarantee and pay the whole or any part of the indebtedness and liability thereof as well as the obligations and liabilities of any person, firm, association or corporation, and to undertake, assume, guarantee and pay the indebtedness and liability thereof, in whole or in part, in cash, stocks, bonds, or other securities of this Corporation or otherwise.

(j) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state or any other body politic or corporate.

(k) To borrow or raise money for any purpose of the Corporation, to issue and dispose of its obligations for any amount so borrowed, to pledge its property and franchise for any sum borrowed or debt contracted or obligations issued, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness and to secure the payment of any thereof and of the interest thereon in any manner by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, whether then owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

(l) In addition to the foregoing powers, the Corporation shall at all times have and enjoy all of the other rights, privileges, powers and immunities conferred by the laws of Maryland, present or future, upon Corporations, and to do any and all things hereinbefore set forth to

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LIBER 33 PAGE 35

the same extent as natural persons might or could do, and the object and purposes specified in the foregoing clauses, except where therein expressed, shall not be in anywise limited or restricted by reference to or inference from the terms of any other clauses in these Articles of Incorporation, but objects and purposes specified in each of said clauses shall be regarded as independent objects and purposes.

(m) This Corporation may in its By-Laws confer powers not herein forbidden upon its directors and in addition to the powers and authority expressly conferred upon them by law, the directors are hereby expressly authorized to make and alter By-Laws for the Corporation and to conduct the business of the Corporation itself or through any agency designated by the Board.

FOURTH: The Post office address of the place at which the principal office of the Corporation will be located is 713 North Division Street, Salisbury, Maryland 21801. The resident agent is Gertrude L. Hutcherson, whose address is 408 Wicomico Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock of par value of One Dollar (\$1.00) per share.

SIXTH: The Corporation shall have not less than three (3) nor more than five (5) directors, and Richard C. Hutcherson, Gertrude L. Hutcherson, and Susan H. Arendall shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in any lawful manner as the By-Laws may from time to time provide.

SEVENTH: The Corporation shall have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts.

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

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LISER 39 PAGE 36

authorize and cause to be issued mortgages and liens upon the real and personal property of the Corporation; to authorize the issuance from time to time of shares of its capital stock either now or hereafter authorized for such consideration as the Board of Directors may deem advisable, including the right by resolution to authorize their issuance for considerations other than cash, and without pre-emptive rights, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation; to set apart out of the funds of the Corporation available for dividends a reserve or reserves for any proper purposes and to abolish any such reserve in the same manner in which it was created.

TENTH: If because of financial difficult a reorganization of the Corporation should be deemed feasible or required, such a reorganization may be assented to by the positive vote of three-quarters in number of the shares issued and outstanding at the time, and this shall be binding on all of the stockholders.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 22nd day of November, 1983.

WITNESS:

Lynne M. Rentschler

Richard C. Hutcherson (SEAL)
RICHARD C. HUTCHERSON

Lynne M. Rentschler

Gertrude L. Hutcherson (SEAL)
GERTRUDE L. HUTCHERSON

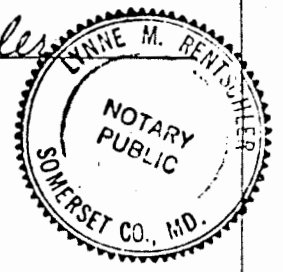
STATE OF MARYLAND, SOMERSET COUNTY, to wit:

I HEREBY CERTIFY that on this 22nd day of November, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard C. Hutcherson and Gertrude L. Hutcherson, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

AS WITNESS my hand and Notarial Seal.

My commission expires:
July 1, 1986

Lynne M. Rentschler
NOTARY PUBLIC



LAW OFFICES
JOHN E. JACOB, JR., P.A.
106 W. MAIN STREET
SALISBURY, MD 21801
TEL. 546-1281

LIBER 33 PAGE 37
ARTICLES OF INCORPORATION

OF

HUTCH'S MARKET, INC.

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

of Maryland November 28, 1983 at 10:01 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2622, folio 789, 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. White



A 150959

Received for Record June 9, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
Carl to 39 Folios 33-37.

A. James Smith Clerk

tb

H. & M. Gertrude L. Hutcherson, 408 Wicomico St., Salisbury, Md.

6/10/84 21801

LIBER 39 PAGE 38

841968

ARTICLES OF INCORPORATION
OF
NURSING PERSONNEL, INC.

* * * * *

THIS IS TO CERTIFY:

FIRST:

That, I, Dennis H. Nooner, of 1801 Boardwalk, Unit 503, Ocean City, Maryland, 21842, 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:

NURSING PERSONNEL, INC.

THIRD:

The nature of the business and the objects and purposes for which the Corporation is formed are to do any and all things herein set forth to the same extent and as fully as natural persons might or could do, and in any part of the world, as principal, agent, contractor, trustee or otherwise, and either alone or in company with others, namely:

(a) To supply nurses, aides and other personnel to private homes, hospitals, nursing homes and institutions of whatever kind, both on a temporary and a permanent basis.

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

(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, including the right to vote on any shares of stock so held

HEARNE & BAILEY, P.A.
ATTORNEYS AT LAW
SALISBURY, MD.
AREA CODE 301
749-5144

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LISER 39 PAGE 39

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 the 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 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; 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 the property, business or rights.

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

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

LISER 39 PAGE 40

FOURTH:

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

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

(b) No contract or other transaction between this Corporation and any other corporations 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 transaction or contract 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 provided the Board of Directors authorizes the contract or transaction by the affirmative vote of a majority of disinterested directors; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction.

(c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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LIBER 39 PAGE 41

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

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

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

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

FIFTH:

✓ The post office address of the place at which the principal office of the Corporation in this state will be located is U.S. Rte. 50 at Civic Ave., Salisbury, Maryland 21801.
✓ The resident agent of the Corporation is Dennis W. Nooner, who resides at 1605 S. Saratoga St., Salisbury, Maryland 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

SIXTH:

The Corporation shall have not less than three nor more than nine directors, and Dennis W. Nooner, Dennis H. Nooner and Elaine Bainum shall act as such until the first annual meeting, or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the By-Laws from time to time may provide.

LIBER 39 PAGE 42

SEVENTH:

The total amount of authorized capital stock is one thousand (1,000) shares without par value.

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation on this 1st day of December, A.D., 1983.

TEST:

Robin Lockey

Dennis H. Noonan (SEAL)
Dennis H. Noonan

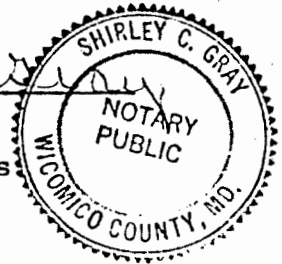
STATE OF MARYLAND, WICOMICO COUNTY, to-wit:

I HEREBY CERTIFY, That on this 1st day of December, A.D., 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared DENNIS H. NOONER 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



LISER 39 PAGE 43
ARTICLES OF INCORPORATION

OF

NURSING PERSONNEL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 2, 1983 at 11:09 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2622 002469, 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. Johnson



A 151151

received for record *June 4, 1984* and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. *27*. Folios *38-43*.

A. James Smith

(62-17)

W. & M. Dennis W. Noener, 1005 S. Saratoga St., Salisbury, Md. 21801
6/10/84

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LISER 39 PAGE 44

ARTICLES OF INCORPORATION

OF

841969

T J's SHORT STOP INC.

A CLOSE CORPORATION

RECEIVED
MAY 2 1968

THIS IS TO CERTIFY:

FIRST: That the subscriber, Thomas H. Ruark, whose post office address is Route 6, Dagsboro Road, 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

T J's SHORT STOP INC.

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

(a) To own, operate and manage a convenience store with groceries, beverages and petroleum products.

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

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

✓ FOURTH: The post office address of the principal office of the Corporation in this State is Route 6, Dagsboro Road, Salisbury, Maryland. The resident agent of the Corporation is Thomas H. Ruark, whose address is Route 6, Dagsboro Road, Salisbury, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand

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LISER 39 PAGE 45

(10,000) shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

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

WITNESS my signature to these Articles of Incorporation on this 14th day of November, 1983.

TEST:


Cynthia B. Lau Thomas H. Ruark (SEAL)

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 14th day of November, 1983, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Thomas H. Ruark and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:
July 1, 1986

Cynthia L. Bennett
Notary Public


LISER 39 PAGE 46
ARTICLES OF INCORPORATION
OF
T J'S SHORT STOP INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 2, 1983 at 10:58 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2622, folio 002512, 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 151159

received for record Jan 4, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 39 Folios 44-46

[Handwritten Signature] Clerk

EA

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811970

LISER 39 PAGE 47

ARTICLES OF INCORPORATION OF

MARK SEAFOODS, INC.

A Maryland Close Corporation Organized Pursuant to Title 4 of the Corporations And Association Article of the Annotated Code of Maryland

FIRST: The undersigned, John B. Robins, IV, whose Post Office address is 128 East Main Street, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

POOR ORIGINAL

MARK SEAFOODS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

1. To buy, store, sell, ship, import, export, raise, produce and otherwise deal in all kinds of seafood products and produce; to process, manufacture and package seafoods of all kinds; and, to engage generally in the business of a seafoods merchant, grower, dealer and manufacturer.

2. To carry on all or any of the businesses of seafoods merchant, wholesale and retail dealers of and in seafood products of all kinds, and other commodities and food stuffs generally.

3. To such extent as a corporation organized under the General Laws of the State of Maryland may now or hereafter lawfully do, to do, either as principal or agent, and either alone or in conjunction with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in gener-

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TOTL 5.00
RECFEE 5.00

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al to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Laws of the State of Maryland or any act amendatory thereof, supplemental thereto, or substituted therefor.

4. The enumeration herein of the purposes for which the corporation is formed shall be construed also as the powers which the corporation is expressly authorized to exercise; provided, however, that the enumeration of particular powers of the corporation shall not be construed to limit or restrict any powers otherwise conferred upon the corporation under the General Laws of the State of Maryland, now or hereafter in force.

FIFTH: The Post Office address of the principal office of the corporation in the State of Maryland is 1115 Woodland Road, Salisbury, Maryland, 21801; and the name and Post Office address of the Resident Agent of the corporation is John B. Robins, IV, 128 East Main Street, Salisbury, Maryland, 21801. Said Resident Agent is an individual actually residing in the State of Maryland.

SIXTH: 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.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (1) Director, namely: Mark Clinton.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 18th day of November, 1983, and I acknowledge same to be my act.

WITNESS:

Laruta A. Ross

INCORPORATOR:

John B. Robins, IV (SEAL)
John B. Robins, IV

ARTICLES OF INCORPORATION
OF
MARK SEAFOODS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 21, 1983 at 9:53 o'clock AM. as in conformity
with law and ordered recorded.

Recorded in Liber 2619, folio 2774, 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. Robinson



A 150671

received for Record *June 4, 1984* and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
corp. so. *39*. Folios *47-49*.

A. James Smith

841971 ARTICLES OF INCORPORATION
 DELMARVA TIME & CONTROL, INC.
 A CLOSE CORPORATION

FIRST: The incorporator, Victor H. Laws, III, whose post office address is 124 East Main Street, P.O. Box 259, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, hereby forms a corporation by virtue of the general laws of the state of Maryland.

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

DELMARVA TIME & CONTROL, INC.

THIRD: The Corporation is a close corporation pursuant to Title 4, Maryland Corporation & Associations Code Annotated.

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

(a) To sell, service and otherwise deal in time clocks, time cards, clock systems, fire alarms, and alarm and security systems; and to engage in any other lawful purpose and/or business.

(b) To have and exercise any and all of the powers and authority conferred upon the Corporation by section 2-103, Maryland Corporations & Associations Code Annotated, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 1114 Kenilworth Drive, P.O. Box 1993, Salisbury, Maryland 21801. The resident agent of the Corporation is Bruce A. Wright, whose address is 1114 Kenilworth Drive, P.O. Box 1993, Salisbury, Maryland 21801. Said resident agent is a citizen of the state of Maryland and actually resides in this state.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of the

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33078110

LIBER 39 PAGE 51

par value of \$1.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SEVENTH: The Corporation elects to have no board of directors. Until the elction to have no board of directors becomes effective, there shall be two (2) directors, Bruce A. Wright and Alan Truitt.

WITNESS my signature to these Articles of Incorporation this 2d day of November, 1983.

TEST:

Mary Lou Parsons Victor H. Laws, III (SEAL)
Victor H. Laws, III
Incorporator

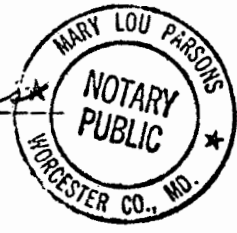
WORCESTER
STATE OF MARYLAND, COUNTY OF WICOMEE:

THIS IS TO CERTIFY, that on this 2nd day of November, 1983, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Victor H. Laws, III and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.

My commission expires:
July 1, 1986

Mary Lou Parsons
Notary Public



LIBER 39 PAGE 52
ARTICLES OF INCORPORATION

OF

DELMARVA TIME & CONTROL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 7, 1983 at 9:00 o'clock A.M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 267, folio 2228, 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. Quinn



A 150030

received for Record June 4, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
vol. 39. Folios 50-52.

A. James Smith Clerk

RA

LIBER 39 PAGE 53

841972 ARTICLES OF INCORPORATION
OF

ROBERT W. NOCK INSURANCE AGENCY, INC.

The undersigned, Robert W. Nock, the Incorporator, being at least eighteen (18) years of age, and whose post office address is: 1625 North Division 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:

ROBERT W. NOCK INSURANCE AGENCY, INC.

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

1. To engage in the business of a general insurance agency; to solicit applications for insurance or annuities; to negotiate insurance on behalf of any one or more insurance companies.
2. To carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependence, or possession of the United States of America, and in any foreign country.
3. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similiar nature, with any person, corporation, private, public or municipal, body politic under the government of the United Staes or any state, territory, or possession thereof, or any foreign government so far as and to the extent that same may be done and performed by corporations organized under the Laws of the State of Maryland.
4. To acquire by purchase, exchange, lease or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property, of every class or description and rights and privileges therein wheresoever situatel.
5. To employ, hire and appoint corporations, firms, and individuals in any and all parts of the world to act as agents for this corporation in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

33208214

6. From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including Directors and Officers of this Corporation or any corporation in which or in the welfare of which the corporation has any interests, and those actively engaged in the conduct of the corporation's business, in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similiar aids for their relief or general welfare in such manner and upon such terms and conditions as may be determined by the Board of Directors.

7. To enter into any lawful arrangement for sharing profits, union of interest, receiprocal concession, or cooperation with any person, firm, association, or corporation in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carry out any of the purposes of this corporation.

8. To cause or allow the legal title, or any estate, right or interest in any property owned, acquired, controlled, or operated by this corporation to remain or to be vested in the name of any person, firm, organization, association, or corporation, as agent, trustee, or nominee of this corporation, upon such terms or conditions which the Board of Directors may consider for the benefit of this corporation.

9. To such extent as a corporation organized under the General Laws of the State of Maryland may now or hereafter lawfully do, to do, either as principal, or agent and either alone or in conjunction with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper, for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Laws of the State of Maryland or any act amendatory thereof, supplemental thereto, or substituted therefor.

10. The enumeration herein of the purposes for which the Corporation is formed shall be construed also as the powers which the Corporation is expressly authorized to exercise; provided, however, that the enumeration of particular powers of the Corporation shall not be construed to limit or restrict any powers otherwise conferred upon the Corporation under the General Laws of the State of Maryland, now or hereafter in force.

LIBER 39 PAGE 55

THIRD: The Post Office address of the principal office of the Corporation in the State of Maryland is: 1625 North Division Street, Salisbury, Maryland, 21801.

FOURTH: The Resident Agent of the Corporation is Robert W. Nock, who is a citizen of and actually resides in the State of Maryland, and whose address is: 1625 North Division Street, Salisbury, Maryland, 21801.

FIFTH: 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.

4. The enumeration herein or particular powers of the Board of Directors shall not be construed to limit or restrict any powers conferred upon the Board of Directors under the General Laws of the State of Maryland, now or hereafter in force.

SIXTH: The Corporation shall have one (1) Director and the following person shall be the initial Director and shall act as such until the first annual meeting of the Shareholders or until his successor is duly chosen and have qualified: Robert W. Nock.

The Corporation may determine by its By-Laws the classifications and number of its Directors, which may from time to time be fixed at a number greater than that stated in these Articles of Incorporation.

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LISER 39 PAGE 56

SEVENTH: The Corporation is authorized to issue Ten Thousand (10,000) shares of stock of a single class, with a par value of Ten Dollars (\$10.00) each, an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

EIGHTH: A person may hold more than one office in the Corporation; provided, however, that one person may not serve concurrently as both President and Vice President.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14 day of October, 1983, and I acknowledge same to be my act.

WITNESS:

Thomas F. Johnson, Jr.

INCORPORATOR:

Robert W. Nock
Robert W. Nock

LIBER 39 PAGE 57
ARTICLES OF INCORPORATION

OF

ROBERT W. NOCK INSURANCE AGENCY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 16, 1983 at 9:09 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2618, folio 1895, 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 150525

Received by *[Handwritten]* Jun 4, 1984
Records of Wicomico County, Maryland in Liber A.J.S.
No. 39, Folios 53-57.

[Handwritten Signature]

ARTICLES OF INCORPORATION

841973

OF

ROBERT G. ESHAM, D.D.S, P.A.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Donald C. Davis, whose post office address is 212 East Main Street, 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, particularly the provisions of Titles 4 and 5 of the Corporations and Associations Article of the Annotated Code of Maryland, execute and file these Articles with the intention of forming a professional close corporation.

SECOND: The name of the professional corporation (which is hereinafter called the "corporation") is: Robert G. Esham, D.D.S., P.A.

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

(a) To engage in the practice of dentistry and to do all the things which may lawfully be done by one licensed under the provisions of Title 4 of the Health Occupations Article of the Annotated Code of Maryland to practice dentistry.

(b) 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 the professional services referred to above.

(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, subject to the limitations of the Maryland Professional Service Corporation Act.

FOURTH: The post office address of the principal office of the corporation is Civic Avenue and Wyman Drive, Salisbury, Wicomico County, Maryland 21801. The resident agent of the corporation is Robert G. Esham, whose address is Civic Avenue and Wyman Drive, Salisbury, Maryland 21801. 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).

(a) Each share holder 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.

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10826CHK
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(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) Each stock certificate, upon issue, shall contain a clear reference to the fact that the corporation is a close corporation.

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

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, subject to the limitations and restrictions, if any, contained in Titles 4 and 5 of the Corporations and Associations Article of the Annotated Code of Maryland, 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 for such consideration as said Board may determine, 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) 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.

(d) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of one (1) 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.

(e) 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 25th day of October, 1983.

WITNESS:

Suzette Schwab Donald C. Davis (SEAL)
DONALD C. DAVIS

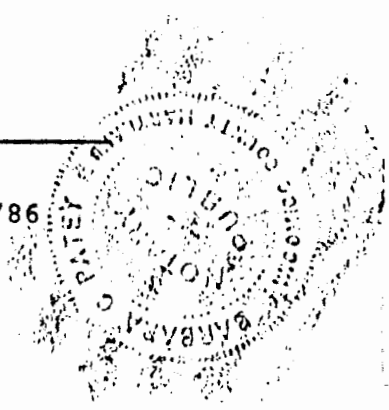
STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 25th day of October, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DONALD C. DAVIS and acknowledged the foregoing Articles of Incorporation to be his act.

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

Barbara C. Patey
NOTARY PUBLIC

My Commission Expires: 7/1/86



LIBER 39 PAGE 61
ARTICLES OF INCORPORATION
OF

ROBERT G. ESHAM, D.D.S., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 3, 1983 at 10:01 o'clock A.M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2617, folio 648 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 149847

received Nov 4, 1984 and recorded in the
Card Records of Wicomico County, Maryland in Liber A.J.S.
No. 39 Folios 58-61.

A. James Smith Clerk

Robert G. Esham, Civic Ave & Weyman Drive, Salisbury, Md. 21801 6/10/84

841974

ARTICLES OF INCORPORATION

SHORE PUBLISHING, INC.

A CLOSE CORPORATION

FIRST: The Incorporator, Victor H. Laws, III whose post office address is 124 East Main Street, P.O. Box 259, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, hereby forms corporation by virtue of the general laws of the state of Maryland.

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

Shore Publishing, Inc.

THIRD: The Corporation is a close corporation pursuant to Title 4, Maryland Corporations & Associations Code Annotated.

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

(a) To carry on the business of printers and publishers, and to buy, sell, publish, or otherwise deal in magazines, newspapers, maps, books, pictures, diagrams, forms, papers, articles, designs, covers, engravings, pamphlets, booklets, and other printed matter; and to engage in any other lawful prupose and/or business.

(b) To have and exercise any and all of the powers and authority conferred upon the Corporation by section 2-103, Maryland, Corporations & Associations Code Annotated, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 701 Camden Avenue Salisbury, Maryland 21801. The resident agent of the Corporation is Otto S. Jones Sr., whose address is 701 Camden Avenue Salisbury, Maryland 21801. Said resident

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LIBER 39 PAGE 63

agent is a citizen of the state of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of the par value of \$1.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SEVENTH: The Corporation elects to have no board of directors. Until the election to have no board of directors becomes effective, there shall be two (2) directors, Otto S. Jones, Sr. and Leon N. Coursey.

WITNESS my signature to these Articles of Incorporation this 24 day of November, 1983.

TEST:

Mary Lou Parsons

Victor H. Laws, III (SEAL)
Victor H. Laws, III
Incorporator

WORCESTER
STATE OF MARYLAND, COUNTY OF WICOMICO

THIS IS TO CERTIFY, that on this 2nd day of November, 1983, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Victor H. Laws III and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notorial seal.

My commission expires:
July 1, 1986

Mary Lou Parsons
Notary Public



LIBER 39 PAGE 64
ARTICLES OF INCORPORATION
OF
SHORE PUBLISHING, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 3, 1983 at 9:05 o'clock A.M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2617, folio 665 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 149850

received and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 39, Folios 62-64.

A. James Smith Clerk

DM

Dr. + Mrs. Otto S. Jones, Sr., 701 Camden Ave., Salisbury, Md. 21801 6/10/84

LISER . 39 PAGE 05

841975 ARTICLES OF INCORPORATION

OF

SALISBURY REGIONAL HEALTH CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That I, DAVID A. DECKELBAUM, whose post office address is 1707 H Street, N.W., Washington, D.C. being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

SECOND: The name of the Corporation is SALISBURY REGIONAL HEALTH CENTER, INC.

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

(A) To establish, own, operate, control, conduct, maintain and/or provide advice, consultation or assistance in the operation of, physician's offices, clinics or other health delivery systems or programs, to provide and make available facilities for the care and treatment of human diseases and ailments of every kind and nature and for sick, infirm, indigent, injured and disabled persons of every race, creed and nationality; to render by all means necessary or expedient services of varying kinds to persons involved in delivery of health care in the State of Maryland area and elsewhere, including specifically physicians' offices and management services, including, but not limited to scheduling appointments, hiring and/or furnishing nurses and technicians and providing accounting and bookkeeping services; and to engage in and conduct all business necessary or suitable for the

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accomplishment of the foregoing purposes.

LISER . 33 PAGE 66

(B) To purchase, lease, sublet, hire or in any manner acquire, and to hold, own, use, develop, operate, manage, build upon, improve, encumber, mortgage, pledge, sell, exchange, convey, lease, sublet or otherwise dispose of or deal in or with, or in any manner turn to account, any real or personal property, and any rights, privileges or interests therein situate either within or without the State of Maryland, and suitable or convenient for any of the business of the Corporation, and in any manner whatsoever to acquire, own, hold, use and dispose of any easements, appurtenances, franchises, privileges, permits, licenses or rights in any real estate or personal property and other property interests.

(C) To enter into, perform and carry out contracts of any kind necessary or incidental to the accomplishment of any one or more of the purposes of the Corporation.

(D) To subscribe to, purchase or otherwise acquire, or to guarantee or become surety in respect to the stock, bonds or other securities and obligations of other companies, but not to be a surety company.

(E) To purchase, lease, sublet, hire, import, hold, own or otherwise acquire, and to manufacture, produce, sell, export, mortgage, pledge, transfer, lease, sublet, assign or in any manner dispose of, and to otherwise deal in and with goods, wares and merchandise of every class and description wherever situate.

(F) To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business

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LISER 39 PAGE 67

similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(G) To purchase or otherwise acquire, and to hold, sell, or otherwise dispose of, and to retire and reissue shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

(H) 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 monies 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 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, debentures, notes or other obligations of the Corporation for its corporate purposes.

(I) To guarantee the performance of any contract by any person, firm, association or corporation, and to endorse or otherwise guarantee the payment of the principal and interest or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such person, firm, association or corporation but not to be a surety company.

(J) To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell,

LIBER 39 PAGE 68

assign, transfer, exchange, pledge, mortgage, lease, sublet, dispose of and otherwise deal in and with, any shares of stocks, shares, bonds, debentures, notes, mortgages, deeds of trust, warehouse receipts or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any other persons, firms, associations, corporation, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all rights, powers and privileges of individual holders.

(K) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(L) To charge for any service rendered, duty performed, or act done, in or concerning any of the powers of authority which may be lawfully exercised hereunder or to settle the same in money, property, or any other thing of value.

(M) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and in carrying on its business and for the purpose of attaining or furthering of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or property for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein

LIBER . 39 PAGE 69

specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(N) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all of any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any and all states, territories, districts and possessions of the United States of America and in foreign countries.

(O) To engage in and carry on any other business which may conveniently be conducted in conjunction with any business of the Corporation, and any other business which may be permitted under the laws of the State of Maryland.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be

LIBER 39 PAGE 70

located is U.S. Route 50 at Civic Avenue, Salisbury, Maryland 21801. The resident agent of the Corporation is Dennis H. Nooner. The resident agent is a citizen of the State of Maryland and actually resides therein at 1801 Boardwalk, Unit 503, Ocean City, Maryland 21842.

FIFTH: The Corporation shall not have less than three directors, and Irvin C. Bainum, Eeva J. Bainum, Dennis H. Nooner and Dennis W. Nooner shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares without par value.

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

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(B) The Board of Directors shall have power to determine from time to time whether and what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the by-laws; and, except as so provided, no stockholder shall have any right to inspect any books, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

LIBER 39 PAGE 71


(C) Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting or at any special meeting called for such purpose shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

(D) Unless the by-laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by authority of the Board of Directors.

(E) The Corporation reserves the right from time to time to make any amendment of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of at least fifty-one percent (51%) of the shares of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 2nd day of November, 1983.

 (SEAL)
David A. Deckelbaum

LIBER 39 PAGE 72

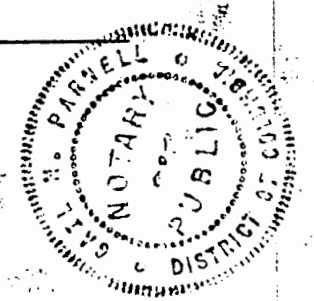
DISTRICT OF COLUMBIA, SS:

I hereby certify that on the 2nd day of November, 1983, before me, the subscriber, a Notary Public in and for the District of Columbia, personally appeared DAVID A. DECKELBAUM and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Gail M. Parnell
Notary Public, D.C.

My Commission Expires: 2-14-88



LISER 39 PAGE 73
ARTICLES OF INCORPORATION
OF

SALISBURY REGIONAL HEALTH CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland Novmeber 10, 1983 at 9:33 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2617, folio 3351, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 26.00 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 150211

Received for record June 4, 1984 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 39 Folios 25-23.

A. James Smith Clerk

LIBER 39 PAGE 74

841976

PACIFIC TRADE COMPANY, INC.
Articles of Revival

The name of the corporation at the time the charter was forfeited was Pacific Trade Company, Inc.

The name which the corporation will use after revival is Pacific Trade Company, Inc.

The name and address of the resident agent is Tai-Young Lee, 212 East Main Street, Salisbury, Wicomico County, Maryland 21801.

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

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

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

The address of the principal office in this state is 212 East Main Street, Salisbury, Wicomico County, Maryland 21801.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the articles to be their act.

Daniel T. Lee
Tai-Young Lee
 (Daniel) Tai-Young Lee
 Last Acting President

REC FEE	5.00
TOTL	5.00
0627CHK	5.00
01 01984 6-04 P3:26	

Young-Sun Lee
 Young-Sun Lee
 Last Acting Secretary

33018110

LISER 39 PAGE 75
ARTICLES OF REVIVAL

OF

PACIFIC TRADE COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 28, 1983 at 9:44 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2616, folio 3210, 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 \$ 30.00

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.

Paul B. Johnson



A 149694

Received for record June 14, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 39 Folios 74-75.

A. James Smith Clerk

LISER 39 PAGE 76

841977

THE CROPPER BROTHERS LUMBER COMPANY
P.O. Box 27
Willards, Maryland 21874

NOTICE OF CHANGE OF RESIDENT AGENT AND
THE ADDRESS OF THE RESIDENT AGENT OF
THE CROPPER BROTHERS LUMBER COMPANY

Charter Department
State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

November 11, 1983

I, S. SIDNEY CROPPER, Secretary of The Cropper Brothers Lumber Company ("Corporation") do hereby certify and affirm that the following resolutions were duly adopted by the Directors of The Cropper Brother Lumber Company by written unanimous consent dated as of November 11, 1983.

RESOLVED: That S. Sidney Cropper, who is a resident of Maryland and whose post office address is Willards, Wicomico County, Maryland 21874, is designated as the resident agent of the Corporation;

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I further certify that the above resolutions have not been amended or modified and are in full force and effect.

Enclosed is a check for \$8.00 to cover the costs of filing recording this notice.

REC'D 10-9-83
1.25
0603CHK
1.25
TOTL
1.25
REC'D


S. SIDNEY CROPPER, Secretary

33208033

NOV 15 1983

77

LIBER 39 PAGE 77
NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

THE CROPPER BROTHERS LUMBER COMPANY

received for record November 16, 1983

, at 8:37 A.M.

and recorded on Film No. 2613

Frame No. 2254 one of

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

To the clerk of the Circuit

court of Wicomico County 72

AA N^o 19325

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>
70-75	

Return to: Miles & Stockbridge
114 North West Street
Easton, Maryland 21601

rme

Received for Record June 4, 1984 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 39. Folios 26-27.

A. James Smith

(Clerk)

841978

LISER 39 PAGE 78

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 Stone Harbor 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 December 31, 1986, 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.

RECFEE 12.50
TOTL 12.50
0604CHK 12.50
01 01984 6-04 P3:00

33048483

LISER . 39 PAGE 79

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.

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 12th day of October A.D., 1983.

Stone Harbor Limited Partnership
Emma Griffin
George Carlson (SEAL)
 General Partner

JOHN HANSON EASTERN SHORE SERVICE CORPORATION

Douglas R. Jones (SEAL)

2559

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SCHEDULE "A"
REAL PROPERTY DESCRIPTION

Property located in the tenth election district of Worcester County, Maryland and further described as lots #7,8,9, block 36, bounded on the South by Ninth Street and the East by Philadelphia Ave, Said parcel contains 150' frontage on Philadelphia Ave. and 122' on Ninth Street, lot is rectangular. The small office building on lot #7 shall convey also.

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SCHEDULE B

Name & Address	General or Limited	Initial Capital Contribution	Share of Profits & Losses
George E. & Emma M. Vasilou Rt 4, Box 2203 Berlin, Maryland 21811	General	\$ <u>20,000.00</u>	50%
John Hanson Eastern Shore Service Corporation 1 Plaza East Lobby Suite 2 Salisbury, Maryland 21801	Limited	\$ <u>80,000.00</u>	50%

LIBER 39 PAGE 83

CERTIFICATE OF LIMITED PARTNERSHIP

OF

STONE HARBOR LIMITED PARTNERSHIP

received for record October 31, 1983, at 11:44 AM.
and recorded on Film No. 2618 Frame No. 2555 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 N^o 1476

Fee Paid \$50.00

\$50.00

received for Record Jan 4, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 39, Folios 78-83.

D. James Smith Clerk

cc. 4m, L. Richard Phillips, 105 Pearl St., P.O. Box 343, Snow Hill, Md. 21863

6/10/84

841979

LISER 39 PAGE 84

INDIAN RIDGE INVESTMENT CORPORATION

ARTICLES OF REVIVAL

Indian Ridge Investment Corporation, a Maryland corporation having its principal office in Salisbury, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Indian Ridge Investment Corporation.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Indian Ridge Investment Corporation, which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 619 Ridge Road, and

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01984		
6-04 PM:25	5.00	5.00

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LIBER 39 PAGE 85

said principal office is located in Salisbury, Maryland. The address of said principal office is the same as the address of the principal office of the Corporation at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Nevins W. Todd, Jr., 619 Ridge Road, Salisbury, Maryland. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 19th day of Sept, 1983.

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INDIAN RIDGE INVESTMENT CORPORATION

ATTEST:

Joanne K. Todd
Joanne V. Todd
Last Acting Secretary

By: Nevins W. Todd, Jr. (SEAL)
Nevins W. Todd, Jr.
Last Acting President

THE UNDERSIGNED, the last acting President and Secretary of Indian Ridge Investment Corporation, who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: Sept. 19, 1983

Nevins W. Todd, Jr. (SEAL)
Nevins W. Todd, Jr.
Last Acting President

Joanne K. Todd (SEAL)
Joanne K. Todd
Last Acting Secretary

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ARTICLES OF REVIVAL

OF

INDIAN RIDGE INVESTMENT CORPORATION

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

of Maryland October 31, 1983 at 1:30 o'clock P. M. as in conformity

with law and ordered recorded.

4

Recorded in Liber 2617, folio 1772, 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 \$ 30.00

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.

Paul B. Arburn



A 149955

received for Record June 4, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 39, Folios 84-87.

A. James Smith Clerk

Wm. Norris W. Todd, Jr., 619 Ridge Rd, Salisbury, Md. 21801 6/13/84

841980

LIBER 39 PAGE 88

SINGER & HOWARD ENTERPRISES, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 25 day of October, 1983, by and between SINGER & HOWARD ENTERPRISES, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"); and 13604 WIGHT STREET LIMITED PARTNERSHIP, a Maryland Limited Partnership (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: 13604 Wight Street Limited Partnership, 7804 Coastal Highway, Ocean City, Maryland 21842.

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

Transferor is Singer & Howard Enterprises, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is 13604 Wight Street Limited Partnership, a Limited Partnership organized under the general laws of the State of Maryland.

FOURTH: The principal office of the Transferor is in the Town of Ocean City, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Worcester County.

SIXTH: The location of the principal office of Transferee in the State of Maryland is Ocean City, Maryland. Transferee owns no property in this State.

01 01984 9-04 P3:24
5.00
5.00
5.00
5.00
RECFEE

LAW OFFICES
AYRES,
JENKINS
GORDY,
& ALMAND, P. A.
8200-B COASTAL HIGHWAY
OCEAN CITY, MD.
21842

33198128

33198110

2254

LISER 39 PAGE 89

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

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

EIGHTH: 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 its Limited Partnership Agreement.

NINTH: In consideration of the sum of One Hundred Fifty Thousand Dollars (\$150,000.00), in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

ALL that lot or parcel of land situate, lying and being in the area called "Fenwick", in the Town of Ocean City, Tenth Election District of Worcester County, Maryland, which is designated and distinguished as Lot No. 3 in Block No. 16, Section A, on the Plat known as Plat of Fenwick Island Land

Company, which is recorded among the Land Records of Worcester County, Maryland, in Plat Book O.D.C. No. 1, folio 12; and also on a Plat of "Fenwick, Maryland", which is recorded among the aforesaid Land Records in Plat Book O.D.C. No. 1, folio 22.

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 limited partnership, 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, Singer & Howard Enterprises, Inc. and 13604 Wight Street Limited Partnership, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party by its duly authorized officers as of this 25 day of October, 1983.

ATTEST:

SINGER & HOWARD ENTERPRISES, INC.
Transferor

Geraldine S. Howard
Secretary

BY:

Geraldine S. Singer (SEAL)
Geraldine S. Singer, President

WITNESS:

13604 WIGHT STREET LIMITED
PARTNERSHIP, Transferee

BY: OLD COURT JOINT VENTURE,
General Partner

Doreen Kusi Buscemi

BY:

Jeffrey Levitt (SEAL)
Jeffrey Levitt, Vice President

BY: OTSTOT ENTERPRISES, INC.
General Partner

Walter Otstot

BY:

Walter Otstot (SEAL)
WALTER OTSTOT, President

THE UNDERSIGNED, the President of SINGER & HOWARD ENTERPRISES, 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,

2256

LISER 30 PAGE 91

and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Geraldine S. Singer (SEAL)
GERALDINE S. SINGER, President

THE UNDERSIGNED, the General Partners of 13604 WIGHT STREET LIMITED PARTNERSHIP, who executed on behalf of said Limited Partnership the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Limited Partnership, the foregoing Articles of Sale and Transfer to be the act of said Limited Partnership and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

OLD COURT JOINT VENTURE
General Partner

BY: Jeffrey Levitt
Jeffrey Levitt, Vice President

OTSTOT ENTERPRISES, INC.
General Partner

BY: Walter Otstot
Walter Otstot, President

STATE OF PENNSYLVANIA, COUNTY OF Dauphin, to wit:

I HEREBY CERTIFY that on this 25th day of October, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared GERALDINE S. SINGER, the President of SINGER & HOWARD ENTERPRISES, INC., and she acknowledged the foregoing Articles of Sale and Transfer to be the corporate act of said corporation; and that she executed the same for the purposes therein contained.

AS WITNESS My hand and Notarial Seal

Karen M. Ortity
NOTARY PUBLIC
Harrisburg, Pa. Dauphin County

My Commission Expires:

My Commission Expires July 1, 1985

STATE OF MARYLAND, COUNTY OF WORCESTER, to wit:

I HEREBY CERTIFY that on this 28th day of October, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JEFFREY LEVITT, the Vice President of OLD COURT JOINT VENTURE, and he acknowledged the said OLD COURT JOINT VENTURE to be a duly authorized General Partner of 13604 WIGHT STREET LIMITED PARTNERSHIP; and he did further acknowledge that he executed the foregoing Articles of Sale and Transfer on behalf of said Joint Venture acting as such General Partner for the purposes therein contained.

AS WITNESS my hand and Notarial Seal.

SHIRLEY HOWARD
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986
My Commission Expires:

Shirley Howard
NOTARY PUBLIC

STATE OF MARYLAND, COUNTY OF WORCESTER, to wit:

I HEREBY CERTIFY that on this 28th day of October, 1983, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WALTER OTSTOT, the President of OTSTOT ENTERPRISES, INC., and he acknowledged the said OTSTOT ENTERPRISES, INC. to be a duly authorized General Partner of 13604 WIGHT STREET LIMITED PARTNERSHIP; and he did further acknowledge that he executed the foregoing Articles of Sale and Transfer on behalf of said corporation acting as such General Partner for the purposes therein contained.

AS WITNESS my hand and Notarial Seal.

SHIRLEY HOWARD
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986
My Commission Expires:

Shirley Howard
NOTARY PUBLIC

SHIRLEY HOWARD
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

LIBER 39 PAGE 93

ARTICLES OF SALE AND TRANSFER

BETWEEN

SINGER & HOWARD ENTERPRISES, INC. (MD CORP) Transferor

AND

13604 WIGHT STREET LIMITED PARTNERSHIP (MD. CORP) Transferee

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

of Maryland November 22, 1983 at 9:04 o'clock A.M. as in conformity with law and ordered recorded.

Recorded in Liber 2618, folio 2250, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
\$ 4.00 Cert into Worcester Co land records
\$ 24.00

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.

Paul B. Olson



A 150582

received and recorded *June 4, 1984* and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. No. *39*, Folios *88-93*.

A. James Smith Clerk

bt

Ex. + m. Ayres, Jenkins & Hardy, 5200 B Coastal Highway, Ocean City, Md.

10/1/1984 21842

ARTICLES OF AMENDMENT

841981

OF

R.H.M. CONSULTANTS, INC.

R.H.M. Consultants, Inc., a Maryland Corporation, having its principal office in the State of Maryland at Suite 204, 111 Baptist Street, P. O. Box 1066, Salisbury, Maryland, 21801, hereinafter referred to as the "CORPORATION", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by deleting therefrom, in its entirety, Article Second, and by substituting in lieu thereof the following new Article Second:

"SECOND: The name of the Corporation (which is hereinafter called the Corporation) is: "The Waring Group, Inc."

SECOND: The amendment effected by these Articles of Amendment was advised by the Board of Directors of the Corporation and approved unanimously by the Stockholders.

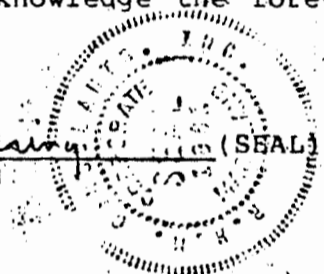
IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed and acknowledged by its President and attested by the Secretary; and, the signatories acknowledge the foregoing to be act of the Corporation.

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WITNESS:

Charles E. Pollock
Charles E. Pollock
- Secretary -

Frank H. Waring
Frank H. Waring
- President -



STATE OF MARYLAND, WICOMICO COUNTY, to-wit:

I HEREBY CERTIFY, That on this 14th day of November, 1983, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Frank H. Waring, President of R.H.M. Consultants, Inc., and made oath in due form of law that the contents of the foregoing Articles of Amendment are true and correct and that the foregoing is the act of the Corporation.

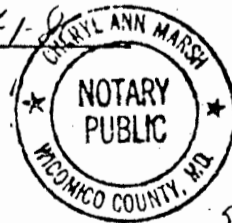
AS WITNESS my hand and Notarial Seal.

Cheryl Ann Marsh
Notary Public

My Commission Expires: 7-1-84

90 6 91 11 11 11

33208213



OF

R.H.M. CONSULTANTS, INC.

Changing its name to:

THE WARING GROUP, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 16, 1983 at 9:06 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2619, folio 3293, 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 \$ _____

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.

Paul B. Johnson



A 150781

received for Record *Jan 4, 1984* and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. *39* Folios *94-95*.

A. James Smith Clerk

C. & D. R. J. & A. attys. 6/27/84

CA

842307

ARTICLES OF INCORPORATION
OF

LOWER SHORE PORK PRODUCERS ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That the subscriber, Frederick W. White, whose post office address is 124 East Market Street, P. O. Box 630, Salisbury, Maryland, 21801, being at least twenty-one years of age, does under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate with the intention of forming a non-stock corporation by the execution and filing of these articles.

W/MS: P
6/20/54
11/13/54
500
500
J.C.

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

LOWER SHORE PORK PRODUCERS ASSOCIATION, INC.

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

The said corporation is organized exclusively by persons having some common business interest in pork production and related operations, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

- A. To educate the producer in all aspects of pork production.
- B. To promote pork through consumer education.
- C. To study increased marketing possibilities.
- D..To establish local legislative lobbies.

SECRET

33428173

LISER 39 PAGE 97

E. To serve the best interests of the total pork industry through sponsorship of helpful legislation, educational programs and other means of promoting a more favorable climate in which the industry can develop its full potential.

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

→ FOURTH: The post office address of the principal office of the Corporation in this State is C/O Frederick W. White, 124 East Market Street, P. O. Box 630, Salisbury, Maryland. The resident agent of the Corporation is Frederick W. White whose post office address is 124 East Market Street, P. O. Box 630, Salisbury, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. Any person who is a resident of the Maryland lower shore counties of Worcester, Somerset, and Wicomico, or any resident of the Virginia counties of Accomac and North Hampton interested in the pork industry shall be eligible for membership in the Corporation; Provided, however, that the Board of Trustees shall be the sole and final judge of eligibility in the case of each proposed member, in accordance with the Bylaws of the Corporation. The first members of the Corporation shall be the Board of Trustees named in Article Sixth hereof. The number of members of the Corporation shall be unlimited; each member shall be entitled to one vote at all membership meetings held in accordance with the Bylaws of the Corporation; and the annual membership dues for each member shall be established in accordance with the Bylaws of the Corporation.

SIXTH: The Corporation shall be governed and directed by a Board of Trustees who shall also be the Board Of Directors consisting of thirteen (13) members who shall be elected by the members, in accordance with the Bylaws of

000887

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STATE OF MARYLAND, COUNTY OF WICOMICO

THIS IS TO CERTIFY, that on the 22nd day of November, 1983, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County, aforesaid, personally appeared FREDERICK W. WHITE and acknowledged the foregoing Articles of Incorporation to be his act.

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

Cynthia L. Bennett
Notary Public

My commission expires:
July 1, 1986



LIBER 39 PAGE 100
ARTICLES OF INCORPORATION
OF
LOWER SHORE PORK PRODUCERS ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 8, 1983 at 10:25 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2623, folio 000883, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

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

To the clerk of the circuit Court of Wicomico County

IT IS HEREBY CERTIFIED, that the within instrument, together with all indorsements thereon, has
been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

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

D. W. [Signature]



A 151409

Received for record June 20, 1984 and recorded in the
Records of Wicomico County, Maryland in Liber AJP J.S.
No. 37, Folios 96-100.

D. James Smith

Cy + m, Frederick W. White, 124 E. Market St., P.O. Box 630, Salisbury, Md. 21801