

003772

LIBER 40 PAGE 301

Jeffrey E. Badger, 124 East Main Street, Salisbury, Maryland
21801. Said Resident Agent is a citizen of the State of
Maryland, over twenty-one years of age, and actually resides
therein.

FIFTH: The Corporation is not authorized to issue any capital stock. The membership of the corporation shall consist initially of the following persons: H. William Benn, Jack L. Powell, Susan Greenleaf, Dennis P. Hailey, and Jeffrey E. Badger. The Bylaws shall provide for additional members. The qualifications for membership, procedures for admittance, removal and suspension of members, if any, shall be set forth in the Bylaws, which may prescribe different classes of members and set out the powers and attributes of each such class.

SIXTH: The management and direction of the Corporation shall be vested in a Board of Directors composed initially of five persons but which may vary as provided in the Bylaws.

The officers and directors of the Corporation shall be elected in the manner prescribed by the Bylaws and shall hold office as the Bylaws provide, or until their respective successors are duly elected and qualified.

The names and ddresses of the persons who are to initially serve as Directors, who shall act until the first annual meeting or until their successors are duly chozen and qualified, are as follows:

<u>Name</u>	<u>Address</u>
H. William Benn	North Division Street, Salisbury
Jack L. Powell	206 Philadelphia Ave., Salisbury
Susan Greenleaf	713 Lakeside Drive, Salisbury
Dennis P. Hailey	205 New York Ave., Salisbury
Jeffrey E. Badger	710 Ferndale Road, Salisbury

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

1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any of such assets not so disposed of shall be disposed of by the Circuit Court for Wicomico County exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

2. Further regulations for the management and operation of the Corporation and the conduct of its affairs shall be set forth in its Bylaws. Such Bylaws shall have full force and effect insofar as they may be consistent with these Articles.

3. This charter may be amended by a two-thirds vote of the voting members present at any regular or special meeting, provided that written notice of the proposed amendment or amendments and setting out the time and place of the meeting, has

been mailed to the last known address of each member at least ten (10) days prior to the date of such meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: In these Articles of Incorporation,

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

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any

possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 494(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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

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

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003776

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 26th day of November, 1984, and I
acknowledge same to be my act.

Terril L. Baker
Witness

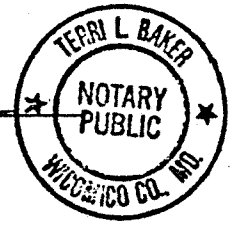
Jeffrey E. Badger (SEAL)
Jeffrey E. Badger

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 26th day of November,
1984, before me, the subscriber, a Notary Public in and for the
State and County aforesaid, personally appeared JEFFREY E. BADGER
and acknowledged the foregoing Articles of Incorporation to be
his act and deed.

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

Terril L. Baker
Notary Public



My Commission Expires:
July 1, 1986

LIBER 40 PAGE 306

ARTICLES OF INCORPORATION
OF
THE JOHNSON'S LAKE NEIGHBORHOOD ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 10, 1984 AT 11:43 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2685, FOLIO 003768 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 26

SPECIAL FEE PAID:
\$

D1839489

WICOMICO
TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE.

Ben D.



A 168219

Received for Record April 11, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 298-306.

A. James Smith

LIBER 40 PAGE 307

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ARTICLES OF INCORPORATION
OF
INTELLIGENCE ORGANIZATION INTERNATIONAL, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Harold B. Gordy, Jr. whose post office address is 5200-B Coastal Highway, Ocean City, Maryland 21842, being of full legal age, does, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation under the Corporations and Associations Article of the Annotated Code of Maryland, 1975 Vol.

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

INTELLIGENCE ORGANIZATION INTERNATIONAL, INC.

THIRD: That the purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it, within the State of Maryland, or any other state or states, of the United States, or any territory or possession thereof, whether presently or hereinafter annexed, are as follows:

a. To conduct and operate a general security consulting business; and to conduct inquiries and investigations of every legitimate nature, whether civil, criminal, social, individual, or otherwise, and to make reports thereon and therein to the proper person or persons.

b. To take, buy, purchase, exchange, hire, lease, or otherwise acquire, real estate and real property either improved or unimproved, and any interest or right therein, and to own, hold, control, maintain, manage and develop the same.

c. To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges, and franchises as may lawfully be purchased, exchanged,

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LAW OFFICES
AYRES, JENKINS,
GORDY & ALMAND, P.A.
5200-B COASTAL HIGHWAY
OCEAN CITY, MD. 21842

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hired or acquired under the general corporation laws of the State of Maryland.

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

e. To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, to mortgage or otherwise encumber the land, buildings, real property, chattels, real, and other property of the Corporation, real and personal, wheresoever situate, and any and all legal and equitable rights therein.

f. To transact the business of buying and selling, dealing in, leasing, renting, and managing real estate and any interest therein for its own account as agent or broker, or upon commission.

g. To purchase, sell and manufacture, deal in building materials and goods, wares and merchandise, and to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sale, ownership, construction, maintenance and management of real property.

h. To borrow money, with or without pledge of or mortgage upon all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal and real property, or on either of them.

i. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other

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corporation or association in which the Corporation has an interest and to endorse or otherwise guarantee the payment of the principal, interest, or either, or any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any other corporation or association.

j. 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 evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon the 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.

k. To 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 for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or part of the property of the Corporation, real or personal including contract rights, whether at the time owned or thereafter acquired; and to

sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by the general corporation laws of the State of Maryland, 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, subject 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, having all the powers and subject to all limitations relative to a corporation which are contained in the general laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 161 K Canal Street, Willards, Maryland 21874. The resident agent of the Corporation is Donald L. Lewis whose address is 161 K Canal Street, Willards, Maryland 21874. Said resident agent is a citizen of the State of Maryland and resides therein.

FIFTH: The business of the Corporation shall be managed by a Board of not less than three (3) Directors nor more than ten (10) Directors, and James H. Ball, Donald L. Lewis and Viola M. Lewis shall act as Directors until the first annual meeting or

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until their successors are duly chosen and qualified. The Directors, by a majority vote, may, in accordance with the By-Laws, increase or decrease the number of Directors to such number, not less than three (3) nor more than ten (10), as they deem necessary.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares without par value, all of which shares are one class and are designated common stock.

SEVENTH: In furtherance and not in limitation of the powers conferred by the statute, the Board of Directors are expressly authorized:

a. To make, alter and repeal the By-Laws of the Corporation; to open stock books; to fix and vary the amount to be reserved as working capital; to direct and determine the use of any surplus or net profits; to determine whether any, and, if any, what part of any surplus or net profits shall be declared as dividends;

b. To create, make and issue mortgages, deeds of trust, trust agreements, negotiable or transferable instruments and any other legal evidence of indebtedness convertible into stock of the corporation, secured by mortgage or otherwise, and to do every act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights, or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such consideration as they think fit, in their discretion, either wholly or practically, in money or in stock, of the Corporation;

c. In the purchase or acquisition of property, business rights, or franchises, or for additional working capital, or for any other object in or about its business affairs, and without

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limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the execution of obligations, negotiable and transferable instruments convertible into stock of the Corporation.

d. To determine who shall be authorized to sign on the Corporation's behalf, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit, and, in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers or agents; to appoint any person or persons to be agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit; from time to time, to determine whether and to what extent, and to what times and places and under what conditions and regulations, the accounts and books of this Corporation (other than the Stock Ledger), or any of them, shall be opened to the inspection of the Board of Directors and no Director shall have any right to inspect any account book or documents of this Corporation, except as conferred by statute, unless authorized by the resolutions of the Board of Directors.

EIGHTH: The Charter of this Corporation may, from time to time, be amended for any purpose, including an amendment or amendments which change the terms of any of the outstanding stock of classification, reclassification, or otherwise, upon the unanimous, affirmative vote of all the shares of stock outstanding and entitled to vote.

NINTH: 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

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pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed, or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation, who is also a director or officer of such other corporation, or who is 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 were not such director or officer of such other corporation or not so interested.

The above granted powers to the Corporation and to the Board of Directors are in furtherance and not in limitation of the general powers conferred by the General Corporation laws of the State of Maryland upon corporations and the Board of Directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27 day of November, 1984.

WITNESS:

Carol M. Dillard

Harold B. Gordy, Jr.
HAROLD B. GORDY, JR.

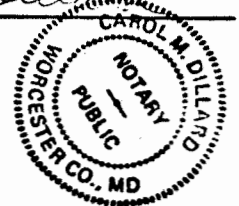
STATE OF MARYLAND, COUNTY OF WORCESTER, TO WIT:

I HEREBY CERTIFY that on this 27 day of November, 1984 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harold B. Gordy, Jr., known to me, who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation are true and correct and who acknowledged said Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Carol M. Dillard
NOTARY PUBLIC

My Commission Expires: 7/1/86



LIBER 40 PAGE 314

ARTICLES OF INCORPORATION
OF
INTELLIGENCE ORGANIZATION INTERNATIONAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 28, 1984 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2683, FOLIO 002552 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 24 SPECIAL FEE PAID: \$

D1829746

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.



A 167484

Received for Record April 1, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
Cor. 40, Folios 307-314.

A. James Smith

002027

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851820

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the religious society or congregation known as MARANATHA WAY OF THE CROSS CHURCH now worshipping in a building located at Moon Glow Road, Fruitland, Maryland 21826, is desirous of becoming a religious corporation or body politic under the laws of the State of Maryland, as provided by the Annotated Code of Maryland, Corporations and Associations, Section 5-301, et seq.

WHEREAS, in pursuance of the notice given by Harry N. Jones, Pastor in charge of the said congregation, given from the pulpit of said Church on two successive Sundays, the members of said Church over 18 years of age, did assemble at the said Church on the 23rd day of October, 1983, at the hour of 7:30 p.m. and did adopt the following plan of incorporation.

FIRST: The name of the religious corporation and the Church is:

MARANATHA WAY OF THE CROSS CHURCH

SECOND: The principal office address of the corporation is:

Box 328
Fruitland, Maryland 21826

THIRD: The purpose for which the religious corporation is formed is to operate exclusively as a non-profit, religious corporation, which qualifies as an exempt organization.

To issue licenses and Exhorters cards, and to ordain ministers of the Gospel of Jesus Christ.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

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

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furtherance of the purpose set forth herein. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislature and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

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

FOURTH: Harry N. Jones, Box 462A, Jersey Road, Salisbury, Maryland 21801, Nelson L. Polk, Box 661, Fruitland, Maryland 21826, David C. Polk, Rt. 1, Box 19, Eden, Maryland 21822, Bernie Schoolfield, 313 Log Cabin Road, Salisbury, Maryland 21801 and Sheile Polk, 1800 Barton Avenue, Salisbury, Maryland 21801, were duly elected to act as Trustees in the name of and on behalf of the Church and shall serve until the successors are elected and qualify.

FIFTH: The Trustees of the Church shall be elected at the annual meeting to be held on the first Sunday of January in each year by majority vote of the members present over eighteen years of age. The Pastor of the Church shall give notice of said election by public announcement in the Church on the last two

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LISER 40 PAGE 317

consecutive Sundays immediately prior to the day of said election.

The Trustees shall act on behalf of the members and congregation of said Church and manage the estate, property, interest and inheritance of the same. They shall attend to all legal matters pertaining to the Church. They shall sign all papers concerning loans; money borrowed; renting, buying and selling property; and the disposal of the proceeds as they are ordered by the local Church board. They shall also hold in trust for the Maranatha Way of the Cross Church all property committed to them. They shall be empowered to execute one or more mortgages on the property of said Church as security for its financial obligations, having secured the consent of the local Church board.

SIXTH: Any person being a member of the Church and over eighteen years of age is eligible to vote at any Church election and to be elected to an office of the Church.

SEVENTH: The resident agent of the Church is Harry N. Jones, Box 462A, Route 2, Jersey Road, Salisbury, Maryland 21801.

IN TESTIMONY WHEREOF, we have hereunto set our names and affixed our seals, this 14th day of November, 1984.

Elder Harry N. Jones (SEAL)
Harry N. Jones

Nelson L. Polk (SEAL)
Nelson L. Polk

David C. Polk (SEAL)
David C. Polk

Bernie Schoolfield (SEAL)
Bernie Schoolfield

Sheila Polk (SEAL)
Sheila Polk

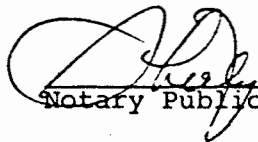
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LIGER 40 PAGE 313

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 14th day of November, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Harry N. Jones, Nelson L. Polk, David C. Polk, Bernie Schoolfield and Sheila Polk and each acknowledged the foregoing plan for incorporation to be the plan adopted by the congregation of the Maranatha Way of the Cross Church at the meeting held on the 23rd day of October, 1983, in accordance with the notice as set forth and at the place therein designated and that the said parties were then and there elected as Trustees of the said Church.

AS WITNESS my hand and Notarial Seal.


Notary Public

My Commission Expires:
July 1, 1986

LIBER 40 PAGE 319

ARTICLES OF INCORPORATION
OF
MARANATHA WAY OF THE CROSS CHURCH

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 19, 1984 AT 11:48 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2681, FOLIO 2026 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 10

SPECIAL FEE PAID:
\$

D1827195

WICOMICO
TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE.

[Signature]



A 167164

Received for Record April 11, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 315-319.

[Signature: D. James Smith]

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601593

ARTICLES OF INCORPORATION
OF
NEW MISSIONARY BAPTIST CHURCH, INC.

851821

The undersigned, HUGH C. NICHOLS, CONSTANCE M. STEWART, ALICE FLOW, LULA BALLARD, and GLADYS MILLS, being at least eighteen (18) years of age and having been elected Trustees by the members of New Missionary Baptist Church, Inc., the incorporators desire to form a religious corporation pursuant to Subtitle 3, Title 5, Corporations and Associations Article, Annotated Code of Maryland (1975), as amended from time to time, and do hereby certify:

FIRST: The name of the religious corporation is: NEW MISSIONARY BAPTIST CHURCH, INC.

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

To preach, teach and study the Bible and the Gospel of Jesus Christ, and to convert and confirm persons to the Christian way of life; to engage in any other lawful act or activity incident to the religious purpose for which the corporation is formed.

The corporation is not organized for profit and no part of the income or principal of the corporation shall inure to the benefit of or be distributed to any member, Trustee, Director, or officer of the Corporation, or any other private individual; reasonable compensation may, nevertheless, be paid for services rendered to or for the corporation in connection with its religious purposes. The Corporation is expressly prohibited from engaging in activities not permitted to be carried on by a corporation exempt from Federal Income Tax Section 501(c)(3) of the United States Internal Revenue Code. All powers granted to the corporation by virtue of its being organized under the Laws of the State of Maryland shall be exercised solely in furtherance of its religious purposes.

In the event of dissolution, the Trustees, after paying the liabilities of the corporation, shall dispose of and distribute all of the assets of the corporation to such full Gospel churches of the Delmarva Peninsula preaching the Gospel of Jesus Christ, in their discretion whose purposes, principles, and beliefs are the same at the

G. WHITENHEAD, P.A.
1000 MAIN STREET
ST. MARYLAND 21081
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time of distribution is qualified as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code.

THIRD: The address of the principal place of worship of the Church is: Catchpenny Road, Quantico, Maryland 21856. ✓

FOURTH: The resident agent of the corporation is: HUGH C. NICHOLS, who is a citizen of and actually resides in the State of Maryland, and whose address is Route 1, Box 609, Mardela, Maryland 21837. ✓

FIFTH: The Plan of the Church has been adopted at a meeting of the members of the Church and is annexed to the Articles of Incorporation and made a part hereof.

SIXTH: The corporation shall have at least five (5) Trustees, and no more than twelve (12) Trustees, who shall be elected by the members of the Church pursuant to the Plan of the Church, one of which such Trustees shall be the Pastor of the Church, by virtue of his office. The following persons shall act as Trustees until their successors have been duly chosen and qualify: (1) Hugh C. Nichols, Pastor; (2) Constance M. Stewart; (3) Alice Flow; (4) Gladys Mills; and (5) Lula Ballard.

SEVENTH: The corporation shall have no capital stock. All income of the corporation shall be used solely for religious purposes of the corporation as provided in these articles and the Plan of the Church, and no income shall inure to the benefit of any individual.

EIGHTH: New Missionary Baptist Church, Inc. is an independent Baptist Church and is not affiliated with the Baptist Conference in any manner or form.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and have appended the Plan of the Church hereto on this 21st day of October, 1984, and we acknowledge the same to be our act.

WITNESS:

Constance M. Stewart

Thurmon Perry

Lula Ballard

Hugh C. Nichol

Alice Flow

Hugh C. Nichol (SEAL)
HUGH C. NICHOLS

Lula Ballard (SEAL)
LULA BALLARD

Constance M. Stewart (SEAL)
CONSTANCE M. STEWART

Alice Flow (SEAL)
ALICE FLOW

Gladys Mills (SEAL)
GLADYS MILLS

LIBER 40 PAGE 323

001597

NEW MISSIONARY BAPTIST CHURCH, INC.

PLAN OF THE CHURCH

The Adult Members of New Missionary Baptist Church, Inc., desiring to form a religious corporation by that name and pursuant to the laws of the State of Maryland, adopt the following as the Plan of the Church:

FIRST: The name of the religious corporation and the Church shall be: New Missionary Baptist Church, Inc.

SECOND: The purposes for which the religious corporation is formed are:

To preach, teach and study the Bible and the Gospel of Jesus Christ, and to convert and confirm persons to the Christian way of life; to engage in any other lawful act or activity incident to the religious purpose for which the corporation is formed.

The corporation is not organized for profit and no part of the income or principal of the corporation shall inure to the benefit of or be distributed to any member, Trustee, Director, or officer of the Corporation, or any other private individual; reasonable compensation may, nevertheless, be paid for services rendered to or for the corporation in connection with its religious purposes. The Corporation is expressly prohibited from engaging in activities not permitted to be carried on by a corporation exempt from Federal Income Tax Section 501(c)(3) of the United States Internal Revenue Code. All powers granted to the corporation by virtue of its being organized under the Laws of the State of Maryland shall be exercised solely in furtherance of its religious purposes.

In the event of dissolution, the Trustees, after paying the liabilities of the corporation, shall dispose of and distribute all of the assets of the corporation to such full Gospel churches of the Delmarva Peninsula preaching the Gospel of Jesus Christ, in their discretion whose purposes, principles, and beliefs are the same at the time of distribution is qualified as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code.

THIRD: The Corporation shall have at least five (5) Trustees, and no more than twelve (12) Trustees, who shall be elected by members of the Church

pursuant to the Plan of the Church, one of which such Trustees shall be the Minister of the Church by virtue of his office. The following persons shall act as Trustees until their successors have been duly chosen and qualified:

(1) Hugh C. Nichols, Minister; (2) Constance M. Stewart; (3) Alice Flow; (4) Gladys Mills; and (5) Lula Ballard.

FOURTH: There shall be an annual meeting of the Board of Directors held on the first (1st) Sunday of November in each year, beginning the first (1st) Sunday of November, 1985, for the purpose of determining whether or not additional trustees are needed by the Corporation and the election of such additional trustees and such trustees as is necessary to fill any vacancies which have occurred during the preceding year, if such vacancy has not been filled in the interim period. The Board of Directors shall function *ex officio* as the Trustees of the Church and are identical to the Trustees. The Trustees shall serve for a term of two (2) years, except as herein provided. The term of Constance M. Stewart and Alice Flow shall expire on the first (1st) Sunday of November, 1985, following the Board of Directors meeting. The term of Gladys Mills and Lula Ballard shall expire on the first (1st) Sunday of November, 1986, following the Board of Directors meeting. The seat occupied by Hugh C. Nichols, *ex officio*, as minister of the church, shall be perpetual on the Board and is the seat assigned to the Minister of the Church. The Trustees of the Church shall have charge of all property and administer its financial affairs. All property, real or personal belonging to the Church shall be under the control of the Trustee Board, which has been invested in their hands by the Church. Nominations for the office of Trustee may be made by the members of the Church and selected to serve by said members by a majority vote of the same. Any Trustee may be removed at any time by a majority vote of the Church members. Any member of the Church over the age of eighteen (18) years is eligible to be elected as a Trustee of the Corporation. Any vacancy occurring on the Board of Trustees may be filled for the unexpired term by the majority vote of the Church members.

FIFTH: The Pastor of the Church shall be elected for an indefinite period by a majority vote of the church Members. Likewise, the Pastor of the Church may be removed at any time by a majority vote of said Church Members. Should the Church desire to dispense with the services of their Pastor, they shall give him ninety (90) days notice in writing with all salaries paid

001599

LIBER 40 PAGE 325

accordingly. Likewise, the same rules and guidelines shall be applicable to the assistant to the Pastor.

SIXTH: Deacons shall be chosen from time to time by a majority vote of the Church members. Initially, the number of deacons shall be two (2), which number may be increased and decreased from time to time by the Pastor according to the needs of the Pastor. In no event, shall the number of deacons be less than two (2). The deacons shall have charge of the sick and the needy members and are to act as counselors and assist the Pastor in advancing the general interest of the body; both temporal and spiritual. In the absence of the Pastor it becomes the duty of the deacons to conduct the devotional meeting, provide supply for the pulpit and administer the affairs of the body generally. In case there is no Pastor, it would be legitimate for them to bring before the Church such persons as were deemed suitable candidates for the Pastorate. Deaconesses or female assistants, appointed by the Church, would minister to the sick and perform other services to those of their own sex; which with more propriety will be done by them rather than the deacons or male members.

SEVENTH: It is a precondition to membership that a person display the following four (4) conditions: (1) A regenerated heart; (2) a confession of faith; (3) a reception of baptism; and (4) a Christian life. Membership may be attained by letter, experience, or baptism and may be dissolved by letter, exclusion or death. In order for a Church member to vote in any of the abovesaid elections or any other election, it is a precondition that said Church member must not be more than two (2) months in arrears in his or her giving.

EIGHTH: The Corporation shall be governed by the principles and teachings of the New Testament and the New Hiscox Directory for Baptist Churches.

NINTH: New Missionary Baptist Church, Inc. shall be an Baptist Church and shall not be affiliated with the Baptist Conference in any manner or form.

001600

IN WITNESS WHEREOF, we, the Trustees, have signed the Plan of this
Church this 21 day of October, 1984, and we acknowledge the same to
be our act.

WITNESS:

[Signature]

[Signature] (SEAL)
HUGH C. NICHOLS

Constance M. Stewart

Lula Ballard (SEAL)
LULA BALLARD

Lula Ballard

Constance M. Stewart (SEAL)
CONSTANCE M. STEWART

[Signature]

Alice Flow (SEAL)
ALICE FLOW

Alice Flow

Gladys Mills (SEAL)
GLADYS MILLS

LIBER

40 PAGE 327

ARTICLES OF INCORPORATION
OF
NEW MISSIONARY BAPTIST CHURCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 19, 1984 AT 11:09 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2681, FOLIO 001593 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 10

SPECIAL FEE PAID:
\$

D1826379

WICOMICO

TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE

D. W. Hill



A 167096

Received for Record April 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 42, Folios 320-322.

A. James Smith

8) 471

002946

LIVER 40 PAGE 328

ARTICLES OF INCORPORATION
OF

851822

W.G.R.C., INC.

FIRST: I, Robert A. Eaton, whose post office address is 121 East Market Street, P. O. Box 41, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To act as a lessor of personal property and equipment, to purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 121 East Market Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Robert A. Eaton, 121 East Market Street, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Mickell Wood
Nancy R. Green
Debbie A. Raffetto
Lynn S. Chodnicki

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

41:11 V S-350 1991

43408246

002947

LGER 40 PAGE 323

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

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

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

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

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

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

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

(3) With respect to any corporate representative, other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such 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

LIBER 40 PAGE 330

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 4th day of December, 1984, and I acknowledge the same to be my act.

WITNESS:

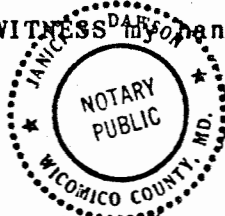
Janice E. Dawson

Robert A. Eaton
Robert A. Eaton

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 4th day of December, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Robert A. Eaton, and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.



Janice E. Dawson
Notary Public

My Commission Expires: July 1, 1986.

LIBER 40 PAGE 331

ARTICLES OF INCORPORATION
OF
W.G.R.C., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 05, 1984 AT 11:14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 002945, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1835537

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.



D.W. [Signature]

A 167841

Received for Record Apr 11, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 328-331.

A. James Smith Sec'y

15,712-H.8

LIBER 40 PAGE 332

551823

CHESAPEAKE REMOVAL INC.

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

1981 DEC - 5 A 11:32

ARTICLES OF INCORPORATION

FIRST: I, Hugh Kristian Hanson, whose post office address is 132 East Main Street, Post Office Box 109, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is CHESAPEAKE REMOVAL INC.

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

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

(1) To made estimates for itself and others, and to bid upon, enter into, and carry out contracts for the renovation and remodeling of buildings and dwellings, and to do building, structural and construction work of every kind and to acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, contrivances, equipment and facilities for pursuing its business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 502 East State Street, Delmar, Maryland, 19940. The name and post office address of the Resident Agent of the Corporation in this State is Hugh K. Hanson, 132 East Main Street, Salisbury, Maryland. Said Resident Agent is an individual actually residing in this State.

SIXTH: the total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares having a par value of Ten Dollars (\$10.00) per share, all of which shares are 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 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 Hugh Kristian Hanson.

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

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

42403175

002774

LIBER 40 PAGE 333

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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting, of a majority of all the votes cast by stock holders 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 30th day of November 1984, and I acknowledge the same to be my act.

WITNESS:

Robin Karl Dwiggins

Hugh Kristian Hanson (SEAL)
HUGH KRISTIAN HANSON

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 30th day of November, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Hugh Kristian Hanson, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.



My Commission Expires: July 1, 1986

Robin Karl Dwiggins
NOTARY PUBLIC

LIBER 40 PAGE 334
ARTICLES OF INCORPORATION
OF
CHESAPEAKE REMOVAL INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 05, 1984 AT 11:02 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 882772 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1835289

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.

R. B. Quinn



A 167821

received for Record *APR 14 1985* and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
Vol. *40*, Folios *332-334*.

A. James Smith

LIBER 40 PAGE 335

ARTICLES OF INCORPORATION
OF

002761

BURGLAR BUSTERS, INC.

851824

A MARYLAND CLOSE CORPORATION
Organized Pursuant to Title
Four of the Corporations and
Associations Article of the
Annotated Code of Maryland

FIRST: I, PHILIP E. BOLTZ, III, whose post office address is #3 Herjan Terrace, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "corporation") is BURGLAR BUSTERS, INC.

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

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

- (1) the operation of security alarm business; 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.

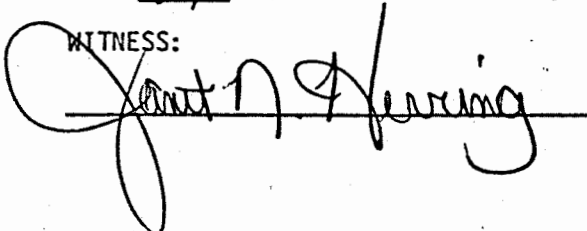
FIFTH: The mailing address of the principal office of the corporation in this State is 1313 South Salisbury Boulevard, Salisbury, Maryland 21801. The name and mailing address of the Resident Agent of the corporation in this State is: Denis P. Casey, 106 Downtown Plaza, 3rd Floor, P.O. Box 589, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the corporation has authority to issue is ten thousand (10,000) shares of common stock, with a par value of ten dollars (\$10.00) per share or an aggregate par value of one hundred thousand dollars (\$100,000.00) all of one class (the common stock).

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director whose name is Philip E. Boltz, III.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of November, 1984, and acknowledge the same to be my act.

WITNESS:




Philip E. Boltz, III

43418136

43418135

LIBER 40 PAGE 336

ARTICLES OF INCORPORATION
OF
BURGLAR BUSTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 06, 1984 AT 10:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 002760 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1835255

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.

[Signature]



A 167818

received for Record April 11, 1985 and recorded in the
Corp Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 335-336.

A. James Smith

(2) - 78

851823

FIRST: That I, the subscriber, BILLY G. JACKSON, whose post office address is 610 Lake 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, execute and file these Articles with the intention of forming a corporation.

SECOND: The name of the corporation is MACK AND JACK Enterprises, Inc. (which is hereafter referred to as the "Corporation".)

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

(a) To introduce, operate, conduct, manage, maintain and carry on retail business enterprises; to buy, sell or lease products, equipment and generally to do and perform everything necessary for carrying out the aforesaid purposes.

(b) To do anything permitted by S2-103 of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this state is 610 Lake Street, Salisbury, Maryland 21801. The resident agent of the Corporation is Billy G. Jackson whose address is 610 Lake Street, Salisbury, Maryland 21801. Said resident agent is a resident of the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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).

SIXTH: The Corporation shall have not less than three (3) nor more than nine (9) directors, which numbers may be changed pursuant to the By-Laws of the Corporation, but shall never be less than three (3) provided that:

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

(b) If there is stock outstanding and so long as there are less than three (3) stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Billy G. Jackson, Leo McNeil and Norman Anderson.

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

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

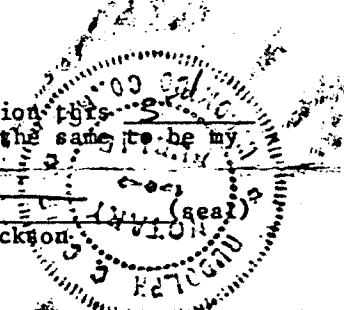
(b) To fix and determine and to vary the amount of working capital of the Corporation to determine whether any, and if any, what part of the surplus of the net profits of the Corporation arising from its business, shall be declared in dividends and paid to the stockholders, subject, however, to the provisions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

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of December 1984 and I acknowledge the same to be my act.

Randolph C. Cane
Witness

Billy G. Jackson
Billy G. Jackson



STATE OF MARYLAND, WICOMICO COUNTY

I HEREBY CERTIFY that on this 3rd day of December 1984, before me, a Notary Public in and for the State and County aforesaid, personally appeared Billy G. Jackson, the subscriber, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Randolph C. Cane
Notary Public

My Commission Expires:

July 1986

43408058

LIBER 40 PAGE 338

ARTICLES OF INCORPORATION
OF
MACK AND JACK ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 05, 1984 AT 09:43 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.RECORDED IN LIBER 2684, FOLIO 002477 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.BONUS TAX PAID:
\$ 20RECORDING FEE PAID:
\$ 20SPECIAL FEE PAID:
\$ D1834761

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.

[Signature]

A 167771

Received for Record APR 11, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 332-338.*A. James Smith* Clerk

EIC2 - 11/28/84

002154

Reg
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LIGER 40 PAGE 333

851826

STIMU-CARE, LTD.

1984 DEC -3 P 2:01

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

Articles of Incorporation

FIRST: This is to certify that I, the subscriber, Juanita Stephanie Spence, being at least 18 years of age, do, under and by virtue of the general laws of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

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

Stimu-Care, Ltd.

6Z:01411-7 58610 10 THIRD: This Corporation shall be a Close Corporation as
00'S 7250922 authorized by Title Four of the Corporations and Associations Article of
the Annotated Code of Maryland, as amended.

00'S 7101 FOURTH: The purposes for which this Corporation is formed are
00'S 333038 as follows:

(a) To own, operate and conduct a business in the sale, repair and rental of Neuro-Stimulators used for treatment and modulation of pain. The Corporation shall also acquire, sell, rent and distribute all the accessories required for proper function of Neuro-Stimulators.

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

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

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

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

(f) And generally to carry on any other lawful purpose and/or business and to do every act or thing not inconsistent with law,

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EIC2 - 11/28/84

LIBER

40 PAGE 340

002155

which may seem to the Corporation's stockholders calculated at any time and from time to time, directly or indirectly, to effectuate the aforesaid business and objects, or any of them, or to enhance the value of the Corporation's property and rights.

FIFTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: 511 Park Avenue, Salisbury, Maryland 21801. The resident agent of the Corporation shall be Juanita Stephanie Spence and her post office address is 511 Park Avenue, Salisbury, Maryland 21801. Resident agent is an individual actually residing in Maryland.

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

SEVENTH: The number of Directors of the Corporation shall be initially set at one (1) who shall act until the organization meeting held pursuant to Section 4-301.2 of the Corporations and Associations Volume of the Annotated Code of Maryland and the first issuance of shares of stock has been completed. Thereafter, the Corporation shall have no Board of Directors and shall be managed by direct action of the stockholders under the authority of Section 4-302 of the Annotated Code of Maryland. The name of the initial Director who shall act until the organization meeting and the first issuance of shares of stock has been completed, is:

Juanita Stephanie Spence

511 Park Avenue
Salisbury, Md. 21801

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

1. The stockholders may from time to time and at any time before the issuance of shares of stock, classify or reclassify unissued shares by fixing or altering in any one or more aspects the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the time and prices of redemption of, and the conversion rights of such shares.

2. No contract or transaction of any nature between this Corporation and any individual, firm, or other corporation, shall be void or voidable solely by reason of the fact that any stockholder or stockholders of this Corporation authorizing such contract or other transaction has a conflicting interest therein, directly or indirectly, whether as an actual party thereto, or as an officer or stockholder of such other corporation or of any nature whatsoever, provided such interest shall be disclosed to the stockholders of this Corporation before such contract or other transaction is authorized. No stockholders vote

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002156

LISER 40 PAGE 341

and authorization of such contract or other transaction shall be invalidated in any way, whether for purposes of determining a quorum or for authorization in the particular action, by reason of such conflicting interest.

NINTH: The duration of the Corporation shall be perpetual.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29th day of November, 1984.

Witness Juanita Stephanie Spence (SEAL)
Juanita Stephanie Spence

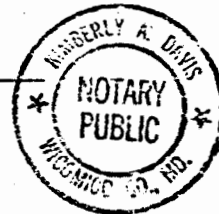
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 29th day of November, 1984, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JUANITA STEPHANIE SPENCE and acknowledged the foregoing Articles of Incorporation to be her act and deed.

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

Kimberly A. Davis
Notary Public

My Commission Expires: July 1, 1986



LIBER 40 PAGE 342

ARTICLES OF INCORPORATION
OF
STIMU-CARE, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 03, 1984 AT 02:07 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 002153 THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1833821

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.

D. W. H. S.



A 167721

Received for Record April 11, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
CORP. 40, Folios 337-342

A. James Smith (S)

44m. Juanita S. Spence, 511 Park Ave., Salisbury, Md. 21801 4/22/85

(a) To raise, manufacture, process, purchase, sell, import, export, broker, store, grade, pack and transport seafood and related products on both a wholesale and retail basis and to deal directly in any the above activities with merchants, purveyors and the general public; and to engage generally in the business of a seafood merchant, grower, dealer and manufacturer.

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

(c) To purchase, lease, exchange or otherwise acquire, own, deal in, sell, mortgage or otherwise encumber real property and personal property and any and all rights thereto and interest therein.

(d) To enter into and make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private.

(e) In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the laws of the State of Maryland upon corporations formed under the laws of the State of Maryland.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

LIBER 40 PAGE 345

001802

FIFTH:

The total number of shares of stock which the Corporation has the authority to issue is two thousand (2,000) shares without par value, all of one class.

No stock shall be transferred on the books of said Corporation until such stock has first been offered to the existing stockholders and to the Corporation, at a price designated by the seller or transferor. A transfer of the stock as defined by Subtitle 4-503(a) of the "Corporations and Associations" Article of the Maryland Code, shall be invalid unless (1) Every stockholder of the Corporation consents to the transfer in writing within 90 days before the date of transfer; or (2) The transfer is made under a provision of a unanimous stockholders' agreement permitting the transfer to the Corporation or to in trust for the principal benefit of: (a) One or more of the stockholders or security holders of the Corporation or their spouses, parents, children or grandchildren; or (b) One or more persons named in the agreement. All certificates of stock of said Corporation shall contain the following, printed on the face of said certificate: "A Close Corporation subject to transfer restrictions. A copy of the restrictions will be provided without charge on written request".

SIXTH:

The resident agent of the Corporation is Dae Ho Kim, whose residence address is 1018 Adams Street, No. 3C, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein. ✓

SEVENTH:

The Corporation shall have no directors, after the completion of the organization meeting of the director and the issuance of one or more shares of stock of Corporation. Until such time the Corporation shall have one director, whose name is Dae Ho Kim.

EIGHTH:

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Maryland may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the Court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors and/or of the stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and/or to any reorganization of this Corporation as consequences of such compromise or arrangement, the said compromise or arrangement of the said reorganization shall, if sanctioned by the court to which application has been made, be binding on all of the creditors or class of creditors, and/or on all stockholders or class of stockholders of this Corporation, as the case may be and also on this Corporation.

001804

LIDER 40 PAGE 347

NINTH:

The statement of the duration: the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on November 13, 1984.

WITNESS:

Cheryl H. Keger
as to both

Dae Ho Kim (SEAL)

Chong Su Chun (SEAL)
Chong Su Chun

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

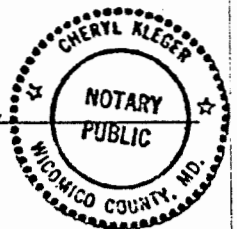
I HEREBY CERTIFY that on this 13th day of November, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dae Ho Kim and Chong Su Chun and they acknowledged the above Articles of Incorporation to be their act and deed.

AS WITNESS my hand and Notarial Seal.

Cheryl H. Keger
Notary Public

My commission expires: 7/1/86

- 5 -



LIBER 40 PAGE 348

ARTICLES OF INCORPORATION
OF
C & K SEAFOOD CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 30, 1984 AT 11:13 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 001799 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1833201

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.



A 167667

Recorded April 11, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 343-348.

A. James Smith

(S) (M)

001800

LIBER 40 PAGE 350

FOURTH: The post office address of the principal office of the Corporation in this State is 1312 Toadvine Road, Salisbury, Maryland 21801. The resident agent of the Corporation is Donald H. Dennis, whose address is 1312 Toadvine 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 one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00), 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, Donald H. Dennis, 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 16 day of NOVEMBER, 1984.

TEST:

Linda L. Elliott Donald H. Dennis (SEAL)
Donald H. Dennis

STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 16th day of November, 1984, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared DONALD H. DENNIS 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

Linda L. Elliott
Notary Public



LIBER 40 PAGE 351

ARTICLES OF INCORPORATION
OF
OMEGA ADVERTISING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 21, 1984 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2683, FOLIO 001798 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ 20	\$ 20	\$

D1828417

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 DEPARTMENT AT BALTIMORE.

[Signature]



A 167369

Received for Record NOV 11, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 399-351.

A. James Smith

81-271

LIGER

40 PAGE 352

001631

ARTICLES OF INCORPORATION

OF

1984 NOV 19 A 11:40

SCHUMAKER GLEN, INC.

851829

A CLOSE CORPORATION

FIRST: The incorporator, James A. Chalmers, whose post office address is 404 Tony Tank Lane, 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: The name of the corporation (hereinafter the "Corporation") is

SCHUMAKER GLEN, INC.

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

(a) To buy, sell and/or develop improved and unimproved real estate and to construct new homes on such properties.

(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 herewith.

(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 404 Tony Tank Lane, Salisbury, Maryland 21801. The resident agent of the Corporation is James A. Chalmers, whose address is 404 Tony Tank Lane, 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 stock which the Corporation has authority to issue is 10,000 shares of the par value of \$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 \$100,000.00.

48246311

5

LIBER

40 PAGE 353

001632

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

WITNESS my signature to these Articles of Incorporation this 16th day of November, 1984.

TEST:

Cynthia B. Laws

James A. Chalmers (SEAL)
James A. Chalmers,
Incorporator

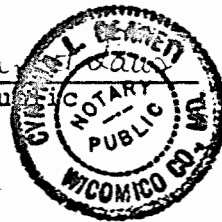
STATE OF MARYLAND, COUNTY OF WICOMICO

THIS IS TO CERTIFY, that on this 16th day of November 1984, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared James A. Chalmers, and acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.

My commission expires:
July 1, 1986

Cynthia B. Laws
Notary Public



LIBER 40 PAGE 351

ARTICLES OF INCORPORATION
OF
SCHUMAKER GLEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 19, 1984 AT 11:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2681, FOLIO 001630 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1826445

WICOMICO
TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE.

[Signature]



A 167103

Recorded April 11, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 352-354.
A. James Smith Clerk

LIBER 40 PAGE 355

001622

1980 NOV 19 P 2:30

ARTICLES OF INCORPORATION

OF

851830 PROFESSIONAL ACCOUNTING SERVICES, INC.

(A Close Corporation)

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

THIS IS TO CERTIFY:

FIRST: The undersigned, John H. Plummer, whose Post Office address is 615 Eastern Shore Drive, Salisbury, Maryland 21801, being at least eighteen (18) year 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:

PROFESSIONAL ACCOUNTING SERVICES, 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.

00:01111-7
00'S 770000
00'S 7101
00'S 7101

FOURTH: The purposes for which the Corporation is formed

1. To engage in and to carry on the general business of accounting services and all matters and things connected directly or indirectly therewith.

2. 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.

43248488

3. 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 615 Eastern Shore Drive, Salisbury, Maryland 21801; and the name and Post Office Address of the Resident Agent of the Corporation is John H. Plummer, 615 Eastern Shore Drive, 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 Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: The Corporation shall initially have one (1) director and John H. Plummer 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, which number shall be at least one (1) but not more than nine (9).

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this _____ day of _____, 1984, and severally acknowledge the same to be my act.

WITNESS:

INCORPORATOR:

Theresa M. Kleger John H. Plummer
John H. Plummer

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I hereby certify, that on this 16th day of November, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Plummer and acknowledged the foregoing Articles of Incorporation to be his act.

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



Joan E. Phillips
NOTARY PUBLIC

My Commission Expires:
July 1, 1986

LIBER 40 PAGE 357

ARTICLES OF INCORPORATION
OF
PROFESSIONAL ACCOUNTING SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 19, 1984 AT 02:30 P. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2681, FOLIO 001621 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1826429

WICOMICO
TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE.

D.W. [Signature]



A 167101

Received for Record April 19, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 90, Folios 355-357.

P. James Smith

CLerk

000599

LIBER 40 PAGE 353

851850

THE HOUSEWARMERS, INC.

(A Close Corporation)

ARTICLES OF AMENDMENT

THE HOUSEWARMERS, INC., a close corporation having its principal office in Salisbury, Wicomico County, Maryland (hereinafter called "the Corporation"), hereby certifies to the State Department of Assessments and Taxation, that:

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

By striking out ARTICLE SIXTH of the Articles of Incorporation and inserting in lieu thereof the following:

"SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of no par value, all of one class."

SECOND: The Board of Directors of the Corporation by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution in which was set forth the foregoing amendment to the Charter declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon by unanimous written consent and waiver of all stockholders.

THIRD: A consent in writing setting forth approval of the amendment of the Charter of the Corporation hereinabove set forth, was signed by all stockholders of the Corporation entitled to vote thereon and any other stockholders of the Corporation entitled to notice of a meeting of stockholders (but not to vote thereat) have waived in writing any rights they may have to dissent from such amendment; and such consent and waiver are filed with the records of the Corporation.

LAW OFFICES OF
MELNICOFF, KAUFMAN,
WEINER & SMOUSE, P.A.
36 S. CHARLES STREET
BALTIMORE, MD
21201-3060

43538313

000600

LIBER 40 PAGE 359

FOURTH: This amendment was advised by the Board of The Housewarmers, Inc. and approved by the stockholders thereof.

FIFTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized was Five Thousand (5,000) shares of no par value, all of one class.

(b) The total number of shares of all classes of stock of the Corporation as decreased by the amendment of the Charter of the Corporation hereinabove set forth is One Thousand (1,000) share of no par value, all of one class.

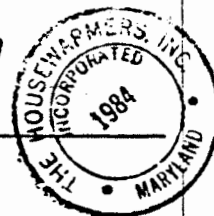
IN WITNESS WHEREOF, THE HOUSEWARMERS, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 7th day of December, 1984.

ATTEST:

THE HOUSEWARMERS, INC.

Bernice S. Mann
Bernice S. Mann
Secretary

BY: Stanley W. Mann
Stanley W. Mann
President



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

LAW OFFICES OF
MELNICOVE, KAUFMAN,
WEINER & SMOUSE, P.A.
36 S. CHARLES STREET
BALTIMORE, MD
21201-3060

0535d

Stanley W. Mann
STANLEY W. MANN
President

LIBER 40 PAGE 360
ARTICLES OF AMENDMENT

OF

THE HOUSEWARMERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 24, 1984 AT 11:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2689, FOLIO 000598 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ _____
RECORDING FEE PAID: \$ 20.00
SPECIAL FEE PAID: \$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO COUNTY

drb

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.



A 168442

Received for record Apr 12, 1985 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
to UP, Folios 358-360.

A. James Smith Clerk

*Q & M, Nancy L. Murphy, Milnicov, Kaufman, Weiner & Smouse, P.A., 6th Fl.
21201 Baltimore, Md. 21201 4/22/85*

602325

851851

LIBER

40 PAGE 361

1984 DEC 28 - A 10:06

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 Surfside 84 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, Salisbury, MD 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, 1987, at which time it shall terminate in the event that it has not been terminated prior to that time as hereafter provided.

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

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

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

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

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The fiscal year of the partnership shall begin May 1, 1984
and shall end April 30, 1985.

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 Twilley and Rommel 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.

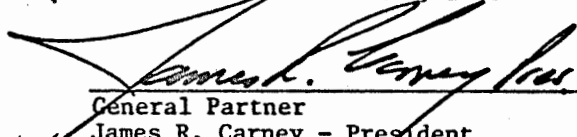
11. Assignment and Substitution. The Limited Partner shall have the right to assign, in whole or in part, its interest in the partnership upon 30 days written notice delivered to the General Partner at the principal office of the partnership. Any such assignment shall be effective only to give the Assignee 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.

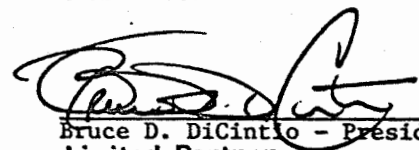
Upon the termination of the partnership business, by agreement of the parties or for any other reason, its liabilities and obligations to creditors shall be paid, and its assets, or the proceeds of their sale shall then be distributed in the following order: (a) to the Limited Partner with respect to 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 27 day of December A.D., 198 4.

WEST VIRGINIA MARKETING, INC.

 (SEAL)
General Partner
James R. Carney - President

JOHN HANSON EASTERN SHORE SERVICE CORPORATION

 (SEAL)
Bruce D. DiCintio - President
Limited Partner

SCHEDULE "A"
REAL PROPERTY DESCRIPTION

ALL those lots or parcels of land lying and being situate in the Tenth Election District of Worcester County, Maryland, north of Ocean City, which are designated and distinguished as Lots Nos. Six (6), Seven (7), and Eight (8), in Block No. Fifty-One (51), as laid down on the Revised Plat of "Oceanbay City, Maryland," which is recorded among the Land Records of Worcester County, Maryland, in Plat Book O.D.C. No. 2, folio 76, said lots having a combined frontage of one hundred and fifty feet (150') on the easterly side of "Coastal Highway" and extending easterly therefrom with a uniform combined width of one hundred and fifty feet (150'), for a distance of ninety-five and four tenths feet (95.4'), more or less, to a ten foot (10') alley.

002329

LIBER 40 PAGE 365

SCHEDULE B

Name & Address	General or Limited	Initial Capital Contribution	Share of Profits & Losses
West Virginia Marketing, Inc. P. O. Box 156 Ocean City, MD 21842	General	\$ 30,000.00	50%
John Hanson Eastern Shore Service Corporation One Plaza East Salisbury, MD 21801	Limited	\$ 120,000.00	50%

LIBER 40 PAGE 366

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SURFSIDE 84 LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 28, 1984 AT 10:06 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER **2689**, FOLIO **002324** OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 0

RECORDING FEE PAID:
\$ 50

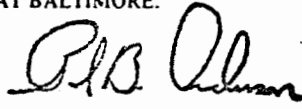
SPECIAL FEE PAID:
\$

M1847540

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.




A 169539

Received for Record April 12, 1985 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 361-366.

A. James Smith
q+m; L. Richard Phillips, 105 Pearl St., P.O. Box 343, Snow Hill, Md. 21860
4/22/85

851852

CDF PROPERTIES, INC.

1984 DEC 24 A 9 44

ARTICLES OF AMENDMENT AND RESTATEMENT

THIS IS TO CERTIFY THAT:

FIRST: CDF Properties, Inc., a Maryland corporation (the "Corporation"), desires to amend and restate its charter as currently in effect and as hereinafter amended.

SECOND: The following provisions are all the provisions of the charter currently in effect and as hereinafter amended:

"ARTICLES OF INCORPORATION

OF

CDF PROPERTIES, INC.

THIS IS TO CERTIFY THAT:

FIRST: Christopher H. Hill, whose address is 836 Ritchie Highway, Suite 22, Severna Park, Maryland 21146, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

CDF PROPERTIES, INC.

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

(a) To engage in the construction of residential housing, to make real estate investments, to engage in other real property transactions and commercial endeavors, to engage in the field of real estate and land development, and to make investments in furtherance of such purposes.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

WEINBERG AND GREEN
BALTIMORE, MD. 21201

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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 it is not intended by the reference to any particular purpose, object or business to exclude any other purpose, object or business authorized or permitted by law.

FOURTH: The address of the principal office of the Corporation in this State is 404 Tony Tank Lane, Salisbury, Maryland 21801. ✓

FIFTH: The Resident Agent of the Corporation is James A. Chalmers, whose address is 404 Tony Tank Lane, Salisbury, Maryland 21801. Said Resident 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 Five Thousand (5,000) shares, no par value, all of one class.

SEVENTH: The Corporation shall have a Board of Three (3) Directors. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the minimum number required by the provisions of the Corporations and Associations Article of the Annotated Code of Maryland. The names of the Directors who shall serve as such until the first annual meeting of the Stockholders and until their successors are duly elected and qualify are:

James A. Chalmers
George G. Dunsten
John H. Filbert, III

EIGHTH: In carrying on its business or for the purpose of attaining or furthering any of its objects the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Maryland and the power to do any and all acts and things which a natural person or partnership could do and which may now or hereafter be authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by law, the powers of the Corporation and of the Directors and Stockholders shall include the following:

(a) The Corporation reserves the right from time to time to make any amendment of its Charter, now or hereafter authorized by law, including

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LIGER 40 PAGE 369

any amendment which alters the contract rights, as expressly set forth in its Charter, of any outstanding stock.

(b) Except as otherwise provided in this Charter or by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the Bylaws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

(1) To authorize the issuance or sale from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation;

(2) By articles supplementary to this Charter, to classify or reclassify 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 redemption of the stock.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

TENTH: The Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful, on the merits or otherwise, in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served either the Corporation or any other entity at the request of the Corporation, in any capacity, while an officer or Director of the Corporation. Except as the Bylaws may otherwise provide, no other indemnification shall be provided for any officer or Director or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity."

WEINBERG AND GREEN
BALTIMORE, MD. 21201

LIBER 40 PAGE 370

THIRD: The amendment to and restatement of the Articles of Incorporation of the Corporation as hereinabove set forth has been approved by a majority of the Board of Directors and no stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval.

FOURTH: The current address of the principal office of the Corporation is as set forth in Article FOURTH of the foregoing amendment and restatement of charter.

FIFTH: The name and address of the Corporation's current Resident Agent is as set forth in Article FIFTH of the foregoing amendment and restatement of charter.

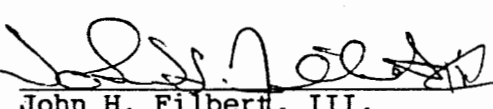
SIXTH: The number of directors of the Corporation and the names of those currently in office are as set forth in Article SEVENTH of the foregoing amendment and restatement of charter.

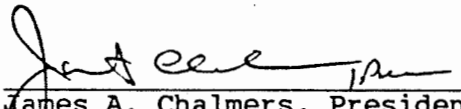
SEVENTH: The undersigned President acknowledges these Articles of Amendment and Restatement to be the corporate act of the Corporation and with respect to all matters and facts otherwise required to be verified under oath, the undersigned President acknowledges that to the best of his knowledge, information and belief, such matters and facts are true in all material respects and such statement is made under the penalties of perjury.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and attested to by its Secretary on this 18th day of December, 1984.

ATTEST:

CDF PROPERTIES, INC.


John H. Filbert, III,
Secretary

By: 
James A. Chalmers, President

LIBER 40 PAGE 371

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

CDF PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 24, 1984 AT 9:44 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2691, FOLIO 003403, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ _____

RECORDING FEE PAID:
\$ 20.00

SPECIAL FEE PAID:
\$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO COUNTY

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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 DEPARTMENT AT BALTIMORE.



[Signature]

A 169288

Received for Record APR 12, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
to Police 367-371.

A. James Smith

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ARTICLES OF INCORPORATION 1934 DEC 27 A 10:57

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OF

EASTERN SHORE SCREEN PRINTERS, INC.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Ronald G. Payne, 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 Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: EASTERN SHORE SCREEN PRINTERS, INC.

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

(1) To operate a screen printing business, and any other business of any kind which the corporation determines to be desirable.

(2) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any persons, firm, association, or corporation, paying for the same in cash, stock, or bonds, of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount; to execute contracts of any nature whatsoever, including contracts of indemnity, suretyship and guaranty.

(3) To carry on any other business which may seem to the corporation to be calculated, directly or indirectly, to effectuate the

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

(4) 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 thereof or enlargements thereof.

✓ FOURTH: The post office address of the principal office of the corporation is 608 South Salisbury Boulevard, Salisbury, Maryland 21801. The resident agent of the corporation is Judith M. Stephens
✓ whose address is 608 South Salisbury Boulevard, 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, divided into two thousand (2,000) shares of Class A Common Stock without par value, and eight thousand (8,000) shares of Class B Common Stock without par value.

(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.

(b) Shares of stock shall be transferred only on the books of the corporation by the holder thereof in person or by a duly authorized attorney and 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 initially have two (2) directors, and Jay A. Stephens and Judith M. Stephens 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, which number shall be at least one (1) but not more than nine (9).

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to do the following, subject to such restrictions, if any, as may be set forth and included in Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland:

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class for such consideration as said 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) Subject to any limitation or restriction herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on and the times and prices of redemption.

(d) To declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by Law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of all other corporation or unincorporated business entities.

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

(f) When and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose, or when authorized by

LIBER 40 PAGE 375

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the written consent of the holders of the majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

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

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 26th day of December, 1984.

WITNESS:

Valerie L. Grant

Ronald G. Rayne (SEAL)
RONALD G. RAYNE

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 26th day of December, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RONALD G. RAYNE, and acknowledged the foregoing Articles of Incorporation to be his act.

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

Debbie L. Wickham
NOTARY PUBLIC



LIBER 40 PAGE 376

ARTICLES OF INCORPORATION
OF
EASTERN SHORE SCREEN PRINTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1984 AT 12:00 P. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2689, FOLIO 003081 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 40

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1848332

WICOMICO
TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE.



D.W. Hill

A 169425

Received and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 372-376.

A. James Smith

*cf + m, Judith M. Stephens, 608 S. Salisbury Blvd, Salisbury, Md. 21801
4/22/85*

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LIDER 40 PAGE 377

851854

CONYERS & CORCORAN X-RAY SERVICES, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, John C. Nason, whose post office address is 216 East Main Street, P.O. Box 44, Salisbury, Wicomico County, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Conyers & Corcoran X-Ray Services, Inc.

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

(1) To acquire and lease, sell, use, assign, or convey any and all types of radiological equipment and apparatus; to acquire premises and related equipment and furniture related to same; to enter into agreements dealing with the same; to engage in any other phase or aspect of the provision of radiological services, and to do and perform any and all actions related thereto.

(2) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in all or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

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

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

(5) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of

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

43548203

every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Unit No. 10, Medical Center North Condominium, Pine Bluff Road, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are John C. Nason, 216 East Main Street, P.O. Box 44, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1000) shares of common stock, without par value.

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Christopher T. Conyers, M.D. and Robert J. Corcoran, M.D.

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

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

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

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

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

any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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 December, 1984, and I acknowledge the same to be my act.

WITNESS:

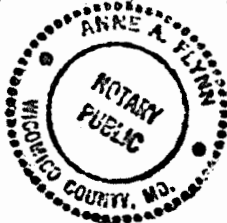
Melanie Stetursky

JOHN C. NASON

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 17th day of December, 1984, before me, a Notary Public in and for the State and County aforesaid, personally appeared JOHN C. NASON, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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



Anne A. Flynn
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 40 PAGE 380
 ARTICLES OF INCORPORATION
 OF
 CONYERS & CORCORAN X-RAY SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 DECEMBER 19, 1984 10:48 A.
 OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
 WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2287, FOLIO 003121 OF THE RECORDS OF THE STATE
 DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
 \$ 20

RECORDING FEE PAID:
 \$ 20

SPECIAL FEE PAID:
 \$

D1842731

WICOMICO

TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE.

Paul B. O'Brien



A 168711

Received for Record *09/12/1985* and recorded in the
 Records of Wicomico County, Maryland in Liber A.J.S.
 Corp. 40, Folios 322-388.

D. James Smith (11-7)

003161

40 PAGE 381

MEDICAL CENTER X-RAY, INC.

851855

A

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

ARTICLES OF INCORPORATION

FIRST: I, John C. Nason, whose post office address is 216 East Main Street, P.O. Box 44, Salisbury, Wicomico County, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Medical Center X-Ray, Inc.

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

(1) To acquire and lease, sell, use, assign, or convey any and all types of radiological equipment and apparatus; to acquire premises and related equipment and furniture related to same; to enter into agreements dealing with the same; to engage in any other phase or aspect of the provision of radiological services, and to do and perform any and all actions related thereto.

(2) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in all or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

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

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

(5) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or

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00'S 33

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

corporation, or any government or authority or subdivision or agency thereof.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Unit No. 10, Medical Center North Condominium, Pine Bluff Road, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are John C. Nason, 216 East Main Street, P.O. Box 44, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Christopher T. Conyers, M.D., Robert J. Corcoran, M.D., James L. Clifford, M.D., Nevins W. Todd, Jr., M.D. and Franklin L. Johnson, M.D.

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

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

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

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

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

003163

LWBR 40 PAGE 383

any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of December, 1984, and I acknowledge the same to be my act.

WITNESS:

Julius H. Hefersky

JOHN C. NASON

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 17th day of December, 1984, before me, a Notary Public in and for the State and County aforesaid, personally appeared JOHN C. NASON, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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



Anne A. Flynn
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 40 PAGE 381
ARTICLES OF INCORPORATION
OF
MEDICAL CENTER X-RAY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 19, 1984 10:49 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2287, FOLIO 003160 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: 20
\$

RECORDING FEE PAID: 20
\$

SPECIAL FEE PAID:
\$

D1842806

WICOMICO
TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE

[Signature]



A 168718

Received for Record APR 12, 1985 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 40, Folios 381-384.

A. James Smith (7-7)

003073

LIBER 40 PAGE 385

851856

ARTICLES OF INCORPORATION
OF
ASHEVILLE DAYTEL, INC.
A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, THOMAS P. MONAHAN, whose post office address is 26 Nithsdale Drive, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, by virtue of the general laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these Articles.

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5.00 REC'D

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

ASHEVILLE DAYTEL, INC.

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

(a) To own, buy, sell, lease, equip and operate hotels, motels, cafes and restaurants, and to conduct a general motel and hotel and restaurant business and to generally deal in and with all property, real, personal and mixed, necessary to the conduct and operation of the foregoing businesses.

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

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

003074

LIGER 40 PAGE 386

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 218 East Main Street, Salisbury, Maryland 21801. The resident agent of the Corporation is Thomas P. Monahan, whose address is 26 Nithsdale Drive, 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 one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) 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 P. Monahan, 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 18 day of December, 1984.

TEST:

John M. Cullen

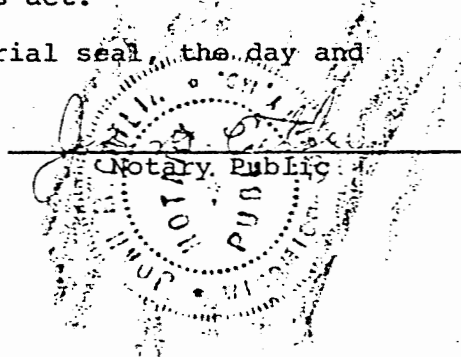
Thomas P. Monahan (SEAL)
Thomas P. Monahan

STATE OF MARYLAND, COUNTY OF WICOMICO:

December THIS IS TO CERTIFY, that on this 18th day of December, 1984, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared THOMAS P. MONAHAN 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



LIBER 40 PAGE 387
ARTICLES OF INCORPORATION
OF
ASHEVILLE DAYTEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 20, 1984 10:52 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOLIO 003072, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: 20
\$

RECORDING FEE PAID: 20
\$

SPECIAL FEE PAID:
\$

D1842657

WICOMICO
TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE.

[Signature]



A 168703

Received for record 02/12/1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.8.
No. 40, Folios 385-387.

[Signature] 61-71

LIBER

40 PAGE 388

851857

ARTICLES OF INCORPORATION

OF

SALISBURY FAST FOOD, INC.

002370

1985 JAN 10 A 11:27

FIRST: I, DIRK W. WIDDOWSON, whose post office address is 121 East Market Street, P. O. Box 41, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

(2) To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 136 East Rustic Drive, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are Sherry B. Medgebow, 136 East Rustic Drive, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

5.00
5.00
4-12411:57

50108249

5.

002571

LIBER 40 PAGE 389

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

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

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

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

The name of the director who shall act until the first annual meeting or until her successors are duly chosen and qualified is:

Sherry B. Medgebow

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

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

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

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

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

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

have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative, other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such 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 20th day of January, 1985, and I acknowledge the same to be my act.

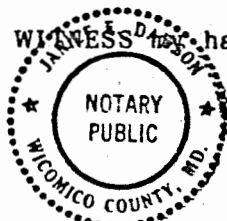
WITNESS:

Janice E. Dawson Dirk W. Widdowson (SEAL)
Dirk W. Widdowson

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 20th day of January, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DIRK W. WIDDOWSON, and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.



Janice E. Dawson
Notary Public

My Commission Expires: July 1, 1986.

LIBER 40 PAGE 391
ARTICLES OF INCORPORATION
OF
SALISBURY FAST FOOD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 10, 1985 AT 11:27 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2692, FOLIO 002560 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1853381

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 170032

Received for Record April 12, 1985 and recorded in the
Corp. Records of Wicomico County, Maryland in Liber A.J.S.
No. 388-391. Police 388-391.

A. James Smith

R + m, Sherry B. Medgebow, 136 E. Rustic Dr., Salisbury, Md. 21801 4/22/85

LNER 40 PAGE 392

001056

1985 JAN -4 A 10:26

ARTICLES OF INCORPORATION
OF

851858

COULBOURNE CORPORATION
A CLOSE CORPORATION

FIRST: The incorporator, R. Dale Dashiell, Jr., whose post office address is West 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: The name of the corporation (hereinafter the "Corporation") is

COULBOURNE CORPORATION

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

(a) To buy, sell and develop real estate of either a residential or commercial nature.

(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 herewith.

(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 c/o Marshall W. Moore, 1507 Rolling Road, Salisbury, Maryland 21801. The resident agent of the Corporation is Marshall W. Moore, whose address is 1507 Rolling Road, 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 stock which the Corporation has authority to issue is 10,000 shares of the par value of \$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 \$100,000.00.

50048287

LIBER 40 PAGE 393

001257

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

WITNESS my signature to these Articles of Incorporation this 2nd day of January, 1985.

TEST:

Cynthia B. Law

R. Dale Dashiell, Jr. (SEAL)
R. Dale Dashiell, Jr.,
Incorporator

STATE OF MARYLAND, COUNTY OF WICOMICO

THIS IS TO CERTIFY, that on this 2nd day of January, 1985, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared R. Dale Dashiell, Jr. and acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.

My commission expires:
July 1, 1986

Cynthia L.
Notary



LIBER 40 PAGE 394

ARTICLES OF INCORPORATION
OF
COULBOURNE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 04, 1985 AT 10:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2691 ✓, FOLIO 001255 3 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1849850

TO THE CLERK OF THE CIRCUIT COURT OF WICOMICO

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 DEPARTMENT AT BALTIMORE.



A 169751

Received for record April 12, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
Corp. 40, Folios 392-394.

D. James Smith (S)

Q & M, Marshall W. Moore, 1507 Rolling Rd, Salisbury, Md. 21801 4/22/85

LIBER 40 PAGE 395

003391

NOV DEC 31 P 2:01

ARTICLES OF INCORPORATION

OF

DEZINERS OF SALISBURY, INC.

851859

FIRST: I, PHILIP E. L. DIETZ, JR., whose post office address is 16 S. Washington Street, Post Office Box 1146, Easton, Maryland 21601, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

DEZINERS OF SALISBURY, INC.

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

(1) To engage in the business of hair cutting and styling, barbering, cosmetology and beauty couture; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 233 W. Main Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are Philip E. L. Dietz, Jr., 16 S. Washington Street, P. O. Box 1146, Easton, Maryland 21601. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

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The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: MICHAEL W. LeCOMPTE; GEORGE PETTINATO; SUSAN P. LeCOMPTE; and TINA SADLER.

SEVENTH: In addition to, and not in limitation of, any power granted to the Board of Directors by any Article of the Charter or By-Laws of the Corporation and/or any powers granted to Boards of Directors by the provisions of the General Laws of the State of Maryland now or hereafter in effect, the following provisions are hereby adopted:

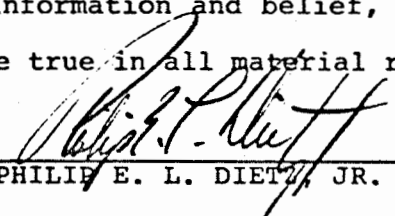
(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of December, 1984, and under the penalties of perjury I acknowledge the same to be my act and that to the best of my knowledge, information and belief, the matters and facts contained therein are true in all material respects.


PHILIP E. L. DIETZ, JR.

(SEAL)

LIBER 40 PAGE 397

ARTICLES OF INCORPORATION
OF
DEZINERS OF SALISBURY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1984 AT 02:01 P. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2689, FOLIO 003390 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1848886

WICOMICO
TO THE CLERK OF THE CIRCUIT COURT OF

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 DEPARTMENT AT BALTIMORE.



[Signature]

A 169468

Received for record 00110, 1985 and recorded in the
Records of Wicomico County, Maryland in Liber A.J.S.
to Police 325-327.

[Signature] Clerk

001039

LEER

40 PAGE 398



Executive Department

ANNAPOLIS, MARYLAND

1985

GOVERNOR'S PROCLAMATION GIVING NOTICE OF REINSTATEMENT OF SUNSET HEIGHTS, INC.

WHEREAS, the State Department of Assessments and Taxation has certified to me that through an oversight in their office the name SUNSET HEIGHTS, INC. was included in the 1980 list of delinquent corporations, and was advertised for non-compliance with Section 3-503(a) of the Corporations and Associations Article of the Maryland Annotated Code (1975 edition:) and

WHEREAS, as a result of the inadvertence, the Charter of SUNSET HEIGHTS, INC. was forfeited:

NOW, THEREFORE, I, HARRY HUGHES, GOVERNOR OF THE STATE OF MARYLAND, by authority vested in me under Section 3-506(a) of the Corporations and Associations Article of the Maryland Annotated Code (1975 edition,) do hereby declare SUNSET HEIGHTS, INC. reinstated and due notice of such reinstatement is being given the State Department of Assessments and Taxation.

GIVEN UNDER MY HAND AND THE GREAT SEAL
OF THE STATE OF MARYLAND, this
16th day of January, One Thousand
Nine hundred and Eighty-Five.

GOVERNOR

Secretary of State

LIBER 40 PAGE 399



LORRINE M. SHEEHAN
SECRETARY OF STATE

EXECUTIVE DEPARTMENT
ANNAPOLIS, MARYLAND 21404

Liber 2690
Folio- 000896

January 16, 1985

Mr. E. H. Coulson
Department of Assessments & Taxation
301 W. Preston St.
Baltimore, MD 21201

REC FEE 11.00
TOTL 11.00
8293CHK 11.00
01 01985 4-16A10:01

Dear Mr. Coulson:

In accordance with the provisions of Section 3-503(a) of the Corporations and Associations Article of the Maryland Annotated Code (1975 edition). I am enclosing copy of the Governor's Proclamation Notice of Reinstatement of the following corporation:

SUNSET HEIGHTS, INC.

Sincerely,

Lorraine M. Sheehan
Lorraine M. Sheehan
Secretary of State

Enclosure

Enc

STATE OF MARYLAND
I hereby certify that this document is a true and correct copy of the original as filed in the State Archives.
Page document 1 of 1
By *Joseph M. Stewart*
This stamp is a part of the document location system. Effective: 10/84

*Ref to
bank
now*

600469

LIBER 40 PAGE 100

MORGANCLEARY/INC.
ARTICLES OF AMENDMENT
AND RESTATEMENT

852898

1985 JAN 21 P

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety Articles FIRST through TENTH, inclusive, and by substituting in lieu thereof the following:

FIRST: This is to certify that I, the subscriber, W. Newton Jackson, 3d, being at least 18 years of age, do under and by virtue of the General Laws of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these articles.

SECOND: The name of this corporation (hereinafter referred to as "Corporation") is:

Cleary Design, Inc. ✓

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

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

(a) To operate a full-service advertising, design and public relations firm involved in marketing strategy, media planning, graphic design, advertising layout and copyright, and communications in general;

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

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

(d) To purchase or to otherwise acquire, hold and re-issue shares of its capital stock in accordance with Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

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