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LIBER 40 PAGE 701

2. The design, manufacture, and sale of other electronic components in the State of Maryland or any other State in the United States or any foreign country.

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.

✓ "THIRD: The current post office address of the principal office in this State is 1955 Northwood Drive, Salisbury, Maryland 21801. The name and post office address of the current resident agent of the Corporation in this State is ROBERT WAYNE BARBELY, 1912 Kingswood Drive, Salisbury, Maryland 21801. Said resident agent is an individual actually residing in this State.

"FOURTH: 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 par value of ONE DOLLAR (\$1.00) per share.

"FIFTH: 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 four and the names of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are:

ROBERT WAYNE BARBELY,  
NANCY BARBELY,  
JAMES PRICE  
and  
RICHARD POULIOT,

"SIXTH: Each holder of shares of stock of the Corporation shall have the 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.

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

1. The Corporation shall not make any expenditure or incur any liability, whether in the ordinary course of business or not, in excess of TWENTY THOUSAND DOLLARS (\$20,000), nor shall the Corporation make any expenditure or incur any liability, irrespective of amount, with regard to any transaction out of the ordinary course of business without the unanimous approval of the Board of Directors.

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LIBER 40 PAGE 703

2. The Corporation shall make no change to the capitalization of the Corporation and/or to the Articles of Incorporation without the unanimous approval of the Board of Directors.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Maryland now or hereafter enforced.

"EIGHTH: At each election of directors, every stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

"A stockholder who intends to cumulate his votes shall give written notice of such intention to the secretary of the Corporation and to all other stockholders on or before the day preceding the election at which such stockholder intends to cumulate his votes. All stockholders may cumulate their votes if any stockholder gives such notice."

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly approved the foregoing Articles of Amendment and Restatement, and by written informal action, unanimously taken by the stockholders of the Corporation, in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said Articles of Amendment and Restatement.

IN WITNESS WHEREOF, SALISBURY ENGINEERING, INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 24th day of APRIL, 1985, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of SALISBURY ENGINEERING, INCORPORATED, and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

SALISBURY ENGINEERING, INCORPORATED

Nancy J. Barbely  
Secretary

By: Robert Wayne Barbely  
Robert Wayne Barbely  
President

LIBER 40 PAGE 705

ARTICLES OF AMENDMENT AND RESTATEMENT  
OF  
SALISBURY ENGINEERING, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 29, 1985 AT 9:33 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2716, FOLIO 000287 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 WICCOMICO 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.

*[Handwritten Signature]*



A 175629

Recorded *Aug 21, 1985* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
*Corp. 40, Folios 700-705.*

*A. James Smith*

ARTICLES OF INCORPORATION

OF

BILL MARTIN AND ASSOCIATES, INC.  
(A Close Corporation)

860966

1985 APR 27 May 1 A 10:23

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, WILLIAM E. MARTIN, JR., whose post office address is Route 8, Box 132, Old Ocean City Road, Salisbury, Maryland 21801, being at least eighteen (18) years of age, do under and by virtue of the Law of the State of Maryland authorizing the formation of corporations, execute and file these Articles with the intention of forming a corporation.

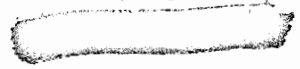
SECOND: The name of the corporation (which is hereinafter called the "corporation") is: BILL MARTIN AND ASSOCIATES, INC.

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

(a) As principal agent or broker, and on commission or otherwise to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind and any interest therein. To act as a loan broker, and generally to do everything suitable, proper and conducive to the successful conduct of a real estate and real estate agency and brokerage business in all its branches and departments.

(b) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase of 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.

(c) To engage in the general building business, including the erection of homes, flats, and apartments, to operate a contracting business; to



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LLOYD O. WHITEHEAD, P.A.  
116 EAST MAIN STREET  
SALISBURY, MARYLAND 21801  
301-742-7450

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LISER 40 PAGE 707

purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlord or tenant; to perform or to do any act customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property development; to invest in and hold for investment any and all real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

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

(e) Nothing herein contained shall be construed as authorizing the corporation to possess the power of issuing bills, notes or other evidences of debt for circulation as money, or the power of carrying on the business of receiving deposits of money, or the business of buying gold or silver bullion or foreign coins, or the business of banking or insurance.

(f) In addition to the foregoing purposes, objects, and business, the corporation shall, at all times, have and enjoy all of the other rights, privileges, powers and immunities provided under the General Laws of the State of Maryland or any future addition thereto or enlargements thereof.

FOURTH: The post office address of the principal office of the corporation is: Court Plaza, South Salisbury Boulevard, Salisbury, Maryland 21801. The resident agent of the corporation is: William E. Martin, Jr., Route 8, Box 132, Old Ocean City Road, Salisbury, Wicomico County, Maryland 21801. Said resident agent is a citizen of the State of Maryland.

FIFTH: The total number of shares of stock which the corporation has authority to issue is ten thousand (10,000) shares, having no par value, all of which shares are of one class and are designated "common capital stock".

LLOYD O. WHITEHEAD, P.A.  
116 EAST MAIN STREET  
SALISBURY, MARYLAND 21801  
301-742-7050

(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) The stockholders shall have no pre-emptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

SIXTH: The number of the directors of the corporation shall be three (3), which number may be increased or decreased by the By-laws, but shall never be less than three (3) or the number of stockholders of the corporation, whichever is less, and the name of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are: William E. Martin, Jr., Janet White, and Albert K. Broughton, Jr.

SEVENTH: The corporation elects to be a close corporation as defined in the Corporations and Associations Article of the Annotated Code of Maryland, Section 4-101(b) and Section 4-201.

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

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class, 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.

(c) Subject to any limitation or restriction herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption and the conversion rights of such shares.

(d) To declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another

class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of all other corporations or unincorporated business entities.

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

(f) When and as authorized by the affirmative vote of every stockholder of the corporation at any stockholders meeting duly called for that purpose, or when authorized by the written consent of every stockholder of the corporation, 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.

NINTH: 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 16 day of April, 1985.

WITNESS:

Beverly A. Tilghman

William E. Martin (SEAL)  
WILLIAM E. MARTIN, JR.

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 16<sup>th</sup> day of April, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM E. MARTIN, JR. and acknowledged the foregoing Articles of Incorporation to be his act.

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



Beverly A. Tilghman  
NOTARY PUBLIC

My Commission expires: 7/1/1986.

LIBER 40 PAGE 711

ARTICLES OF INCORPORATION  
OF  
BILL MARTIN AND ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 01, 1985 AT 10:23 A. O'CLOCK M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2715, FOLIO 002704 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 40 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ \_\_\_\_\_

D1913912

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.

*[Handwritten Signature]*



A 175868

Approved for Record Aug 21, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
40, Folios 106-711.

*[Handwritten Signature]*

Handwritten marks: a large 'P' and 'No' written vertically.

003396

LIBER 40 PAGE 712

ARTICLES OF INCORPORATION

OF

860967

ATLANTIC BUSINESS PRODUCTS, INC.

SHERMAN SQUARE, ROUTE 13

SALISBURY, MD. 21801

FIRST: The undersigned Eugene Borders, whose post office address is 10222 Prince Place, Upper Marlboro, Md. 20772, being at least eighteen 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: ATLANTIC BUSINESS PRODUCTS, INC.

THIRD: The purposes for which the Corporation is formed are as follows: To carry on the sale and service of business products and any lawful business and to have and exercise all powers conferred by the general laws of the State of Maryland upon corporations, formed thereunder and to exercise and enjoy all powers, rights, privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1501-D Edgemore Ave., Sherman Square, Salisbury, Md. 21801. The name and post office address of the registered agent of the Corporation in Maryland is: Ingeborg A. Borders, 6001 Euclid Street, Cheverly, Md. 20785. Said registered agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares without par value, all of one class. The following is a description of the said common stock of the Corporation, being of one class, with the preferences, conversions and other rights,

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LIBER 40 PAGE 713

voting powers, restrictions, limitations, as to dividends and qualifications of said common stock: The common stock shall be entitled to vote and voting shall be cumulative.

SIXTH: The number of directors of the Corporation be three, but not less than one (1), which number (three) may be increased or decreased pursuant to the by-laws of the Corporation, 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, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

- Joseph P. Akers, Jr.      Brian E. Borders      Ingeborg A. Borders
- 159 B Oak Manor Drive    202 Grandview, 85th St.    6001 Euclid St.
- Waldorf, Md. 20601      Ocean City, Md. 21842      Cheverly, Md. 20785

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of May 1985.

William J. Borders  
Witness

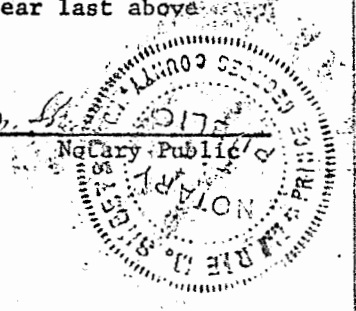
Eugene Borders  
Eugene Borders, Incorporator

STATE OF MARYLAND      )  
COUNTY OF PRINCE GEORGES      ) ss

I HEREBY CERTIFY that on this 1st day of May 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EUGENE BORDERS, sole Incorporator, 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:  
7/1/86



LIBER 40 PAGE 714  
ARTICLES OF INCORPORATION  
OF  
ATLANTIC BUSINESS PRODUCTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 01, 1985 AT 12:35 P. O'CLOCK M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3  
RECORDED IN LIBER 2715, FOLIO 003395 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

01915958

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.

*Richard W. Fisher*



A 175965

Received for Record Aug 21, 1985 and recorded in the  
Corp. 40, Folios 712-714  
Records of Wicomico County, Maryland in Liber A.J.S.

*A. James Smith*

A

ARTICLES OF INCORPORATION  
OF

860968

ROOP & BETTS REALTY, INC.  
A Maryland Close Corporation

THIS IS TO CERTIFY:

That I, the subscriber, Arthur D. Webster, whose post office address is 300 West Main Street, P.O. Box 307, Salisbury, Wicomico County, Maryland 21801, being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations do by the execution of these Articles of Incorporation indicate my intention of forming a corporation.

ARTICLE I - Name

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

ROOP & BETTS REALTY, INC.

ARTICLE II - Purpose

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

- (1) To engage in and carry on the business of serving as a real estate broker for all areas of real estate transactions, including but not limited to the following: the listing for sale of residential and commercial real properties; locating and obtaining purchasers of residential and commercial real properties; serving as a listing agent and locating agent for residential and commercial properties for lease; and

51218126

LAW OFFICES  
Clarke, Hearne, Webster & Sperry, H. A.  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(301) 749-0333

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

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

(4) To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any part of the world; and

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

#### ARTICLE III

##### Principal Office, Address and Resident Agent

The principal office of the Corporation in the State of Maryland will be maintained at 1501 A Edgemore Avenue; Salisbury, Wicomico County, Maryland 21801 .

The resident agent of the Corporation is Arthur D. Webster whose post office address is 300 West Main Street, P.O. Box 307, Salisbury, Wicomico County, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

#### ARTICLE IV

##### Status of Corporation and Election

The Corporation elects to be a Close Corporation pursuant to Title 4 of the Corporations and Associations Article of the

LAW OFFICES  
Clarke, Harrue, Webster & Sperry, P.A.

P. O. BOX 307

SALISBURY, MARYLAND 21801-0307

(301) 749-0333

Annotated Code of Maryland and shall exist as a Close Corporation until such time as the Stockholders by unanimous consent shall file Articles of Amendment to change such status.

ARTICLE V

Directors

The Corporation elects not to have a Board of Directors; said election to become effective at the time of the organization meeting of the directors and the issuance of at least one share of stock of the Corporation are complete. Until the election not to have a Board of Directors becomes effective, Harry R. Roop, 1501 A Edgemore Avenue, Salisbury, Wicomico County, Maryland 21801, Linda C. Betts, 1501 A Edgemore Avenue, Salisbury, Wicomico County, Maryland 21801 and Arthur D. Webster, 300 West Main Street, Salisbury, Wicomico County, Maryland 21801 shall serve as the Directors of the Corporation.

ARTICLE VI

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE VII

Capital Stock

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

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

LAW OFFICES  
Clarke, Hearn, Webster & Sperry, P.A.  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(410) 748-0333

ARTICLE VIII

Amendment

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25<sup>th</sup> day of April, 1985.

TEST:

Linda A. Collins Arthur D. Webster (SEAL)  
Arthur D. Webster

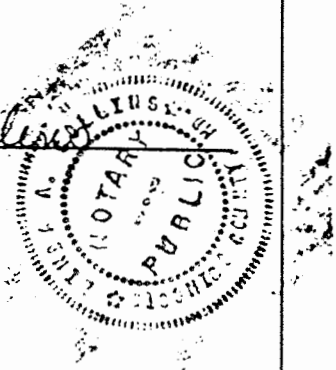
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 25<sup>th</sup> day of April, 1985, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Arthur D. Webster and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Linda A. Collins  
Notary Public

My Commission Expires:  
July 1, 1986



LAW OFFICES  
Clarke, Heune, Webster & Sperry, P.A.  
P. O. BOX 307  
SALISBURY, MARYLAND 21801-0307  
(301) 749-0333

LIBER 40 PAGE 719

ARTICLES OF INCORPORATION  
OF  
ROOP & BETTS REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 01, 1985 AT 09:49 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED. 5

RECORDED IN LIBER 2717, FOLIO 002660 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1918002

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 OF ASSESSMENTS AND TAXATION OF MARYLAND, BALTIMORE.

*Richard W. Fisher*



A 176199

Received for Record Aug 21, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
CORP. 40, Folios 715-719.

*A. James Smith*

8) 17

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LIBER 40 PAGE 720

860989

ARTICLES OF INCORPORATION  
OF  
VICKERS MASONRY, INC.

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

FIRST: I, Karlo Martin Vickers, whose post office address is  
P.O. Box 3, Parsonsburg, MD 21849, 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  
VICKERS MASONRY, 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 are formed are:  
(1) To erect, construct, establish, purchase, lease, and otherwise  
acquire, hold, use, equip, outfit, supply, service, maintain,  
sell or otherwise dispose of, contract for, any articles used  
for brick, concrete, cinder block, sand, stone, pebble or  
rip rap construction.  
(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  
Parsonsburg Road  
Parsonsburg, MD 21849

The post office address of the Resident Agent of the Corpo-  
ration in this State is: P.O. Box 3, Parsonsburg, MD 21849.

Said Resident Agent is an individual actually residing in  
this State.

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

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LISER 40 PAGE 721

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: Karlo Martin Vickers.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6 day of March, 1985, and I acknowledge the same to be my act.

Karlo Martin Vickers  
Karlo Martin Vickers

LIBER 40 PAGE 722

ARTICLES OF INCORPORATION  
OF  
VICKERS MASONRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 24, 1985 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2714, FOLIO 001421 THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1910918

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.

*Richard W. Fisher*



A 175406

Received for Record Aug 24, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corp. 40, Folios 720-722

*A. James Smith*

LIBER 40 PAGE 723

000536

## ARTICLES OF INCORPORATION

OF

I F C ENTERPRISES, INC.

860970

A CLOSE CORPORATION

FIRST: The incorporator, Ira F. Carte, whose post office address is Route 1, Box 349A, 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

I F C ENTERPRISES, INC.

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

(a) To operate a business with respect to the leasing and sale of aircraft.

(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 Route 1, Box 349A, Salisbury, Maryland 21801. The resident agent of the Corporation is Ira F. Carte, whose address is Route 1, Box 349A, 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.

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LIBER 40 PAGE 725

ARTICLES OF INCORPORATION  
OF  
I F C ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 17, 1985 AT 02:24 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2714 FOLIO 3 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.  
000535

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

D1909456

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 175318

Received for Record Aug 24, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
CORP. 40, Folios 223-225.

*[Signature]*

(2) 1121

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LIBER 40 PAGE 726

860971

## WILLARDS CEMETERY CORPORATION

Articles of Incorporation

This is to certify that I, Walter C. Anderson, of 510 North Pinehurst Avenue, Salisbury, Maryland, 21801, being at least twenty one years of age, do under and by virtue of the general laws of Maryland, authorizing the formation of corporations, hereby form a corporation, by the execution and filing of these articles.

Article One

The name of the corporation (which is hereafter called the "Corporation"), is Willards Cemetery Corporation.

Article Two

The post office address of the principal office of the Corporation in this State is; Willards, Maryland 21874. The name and post office address of the Resident Agent of the Corporation in this State is Elton Dennis, Box 59, Willards, Maryland 21874. Said Resident Agent is an individual actually residing in this State.

Article Three

The period of duration of this Corporation is perpetual.

Article Four

The purpose for which this Corporation is organized is to operate a cemetery of less than ten (10) acres in size, located on the west side but not binding upon Canal Street, and on the south side of but not binding on Division Street, in the Town of Willards, Wicomico County, State of Maryland.

Article Five

The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. No dividends or pecuniary profits shall be declared or paid to the members thereof.

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Article Six

Membership in the Corporation shall be restricted to those persons who are related by blood or marriage to those persons who are presently buried in the cemetery, or to those persons whose status shall be as set forth in the By-Laws of the Corporation.

Article Seven

The number of Directors of the Corporation shall be no less than three (3) nor more than (7), which number shall be determined pursuant to the by-laws of the Corporation. The names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are:

Crawford Rayne	Box 39, Willards, Maryland 21874
Charles Ralph Lewis	Box 1.04B, Bent Pine Road Willards, Maryland 21874
Alfred Adkins	Box 161A, Willards, Maryland 21874
Arthur Bradford	Rt. 8 - Box 504, Bennett Road Salisbury, Maryland 21801
Orville Hearn	510 Douglas Road, Salisbury, Maryland 21801

Article Eight

The Board of Directors shall be authorized to furnish and offer to members, the provision of perpetual care for the cemetery. In such event, they shall have authority to establish a trust fund for that purpose in accordance with the Laws of the State of Maryland in effect at the time of such election.

Article Nine

1. As used in this Article Nine, 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

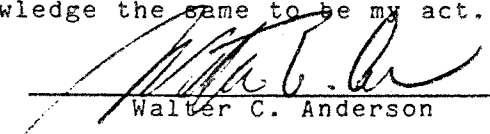
or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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 constituted meeting of a majority of the Board of Directors who were not parties to the Proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

#### Article Ten

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 law upon the corporation and its directors.

IN WITNESS WHEREOF, I have signed these articles of incorporation this 25th day of April, 1985, and I acknowledge the same to be my act.

  
\_\_\_\_\_  
Walter C. Anderson

LIBER 40 PAGE 720

ARTICLES OF INCORPORATION  
OF  
WILLARDS CEMETERY CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 30, 1985 AT 10:07 A. O'CLOCK M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2715, FOLIO 003267 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1915735

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.

*Don W. Kuhn*



A 175943

received for Record Aug 24, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corp. No. 40, Folios 726-727.

*A. James Smith*

A

ARTICLES OF INCORPORATION

OF

860972

WORLDWIDE FOOD CONSULTANTS, INC.

A CLOSE CORPORATION

(Pursuant to Annotated Code of Maryland - Corporations and Associations, Sections 4-101, et seq.)

\* \* \* \* \*

THIS IS TO CERTIFY:

FIRST:

That I; Erkan Guzey, of 607 Priscilla Street, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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SECOND:

The name of the Corporation is:

WORLDWIDE FOOD CONSULTANTS, INC.

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THIRD:

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

(a) To operate a restaurant, bar, food establishment, catering service, food consultant service, or any other food-related business, or any other business, at retail or wholesale, any place in the world;

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

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

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

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

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

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

(h) To apply for, acquire, hold, use, pledge, mortgage, license, assign or otherwise acquire, dispose of and deal in letters patent, copyrights, registered trade names and trademarks, issued or granted by the United States or any

foreign country, state or province, and generally to acquire, dispose of, use, hold and deal in patents, inventions, articles, processes and improvements;

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

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

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

(l) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Maryland upon corporations, and to do any or all of the things hereinbefore set forth to the extent as natural persons might or could do;

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

FOURTH:

The post office address of the principal office of the Corporation in this state will be 607 Priscilla Street, Salisbury, Maryland 21801. The resident agent of the Corporation is Erkan Guzey, who resides at 607 Priscilla Street, Salisbury, Maryland, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH:

Pursuant to the Annotated Code of Maryland, Corporations and Associations, Section 4-302, the Corporation elects not to have a Board of Directors, and the business and affairs of this Corporation shall be managed by direct action of the Stockholders of the Corporation, and all powers given to Directors by the Annotated Code of Maryland, Corporations and Associations, or any other law, contract, or agreement

may be exercised by the Stockholders. This election to have no Board of Directors shall become effective at such time as the organizational meeting of the Directors and the issuance of one share of stock of the Corporation have been completed, pursuant to Section 4-302. Until such time as the election is effective, the Corporation shall have three (3) Directors and Erkan Guzey, Osman Yucel and Fikriye Yucel shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH:

The total amount of authorized capital stock is five thousand (5,000) shares without par value. Each share, regardless of how held, shall be entitled to one (1) vote; however, this may be altered or changed by either the By-Laws or Stockholders' Agreements pursuant to Annotated Code of Maryland, Corporations and Associations, Sections 4-401, et seq.

SEVENTH:

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

EIGHTH:

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

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation, on this 25th day of April, A.D., 1985.

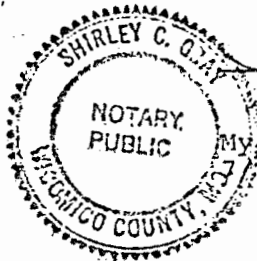
TEST:

Shirley C. Gray Erkan Guzey (SEAL)

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 25th day of April, A.D., 1985, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared ERKAN GUZEY and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.



Shirley C. Gray  
Notary Public

My Commission Expires: 1/86

LIBER 40 PAGE 735

ARTICLES OF INCORPORATION  
OF  
WORLDWIDE FOOD CONSULTANTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 29, 1985 AT 11:08 A. O'CLOCK M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2715, FOLIO 6 003314, OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1915826

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 175952

Received for Record Aug 21, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
CMP. 40, Folios 730-735.

*[Signature]*



2

ARTICLES OF INCORPORATION

860973

OF

000086

THE CHESAPEAKE BAY GOURMET, INC.

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

\* \* \* \* \*

THIS IS TO CERTIFY:

FIRST:

That I, Fulton P. Jeffers, of 126 East Main Street,  
P. O. Box 138, Salisbury, Maryland 21801, being at least  
eighteen (18) years of age, am hereby forming a corporation  
under and by virtue of the General Laws of the State of  
Maryland.

SECOND:

The name of the Corporation is:

THE CHESAPEAKE BAY GOURMET, INC.

THIRD:

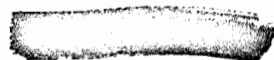
The nature of the business and the objects and purposes  
proposed to be transacted, promoted and carried on are to do  
any or all of the things herein mentioned as fully and to  
the same extent as natural persons might or could and in any  
part of the world or universe as principal, agent, contractor,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

(a) To operate a restaurant, bar, food establishment,  
catering service, food consultant service, and to sell food  
and related items at wholesale or retail, or any other food-  
related business, or any other business, at retail or  
wholesale, any place in the world;

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

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LIGER 40 PAGE 737

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

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

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

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

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

(h) To apply for, acquire, hold, use, pledge, mortgage, license, assign or otherwise acquire, dispose of and deal in letters patent, copyrights, registered trade names and trademarks, issued or granted by the United States or any

LIBER 40 PAGE 738

foreign country, state or province, and generally to acquire, dispose of, use, hold and deal in patents, inventions, articles, processes and improvements;

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

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

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

(l) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Maryland upon corporations, and to do any or all of the things hereinbefore set forth to the extent as natural persons might or could do;

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

FOURTH:

The post office address of the principal office of the Corporation in this state will be 126 East Main Street, P. O. Box 138, Salisbury, Maryland 21801. The resident agent of the Corporation is Fulton P. Jeffers, who resides at 126 East Main Street, P. O. Box 138, Salisbury, Maryland, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH:

Pursuant to the Annotated Code of Maryland, Corporations and Associations, Section 4-302, the Corporation elects not to have a Board of Directors, and the business and affairs of this Corporation shall be managed by direct action of the Stockholders of the Corporation, and all powers given to Directors by the Annotated Code of Maryland, Corporations and Associations, or any other law, contract, or agreement



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may be exercised by the Stockholders. This election to have no Board of Directors shall become effective at such time as the organizational meeting of the Directors and the issuance of one share of stock of the Corporation have been completed, pursuant to Section 4-302. Until such time as the election is effective, the Corporation shall have three (3) Directors and Fulton P. Jeffers, Frederic E. Wierman and Charles R. Dashiell, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH:

The total amount of authorized capital stock is five thousand (5,000) shares without par value. Each share, regardless of how held, shall be entitled to one (1) vote; however, this may be altered or changed by either the By-Laws or Stockholders' Agreements pursuant to Annotated Code of Maryland, Corporations and Associations, Sections 4-401, et seq.

SEVENTH:

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

EIGHTH:

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



IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation, on this 23rd day of April, A.D., 1985. 000100

TEST:

Shirley C. Gray Fulton P. Jeffers (SEAL)  
Fulton P. Jeffers

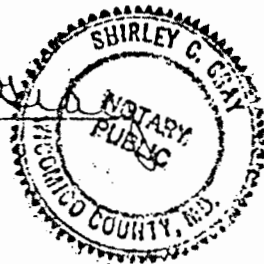
STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 23rd day of April, A.D., 1985, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared FULTON P. JEFFERS and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Shirley C. Gray  
Notary Public

My Commission Expires:  
7/1/86



LIBER 40 PAGE 741

ARTICLES OF INCORPORATION  
OF  
THE CHESAPEAKE BAY GOURMET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 06, 1985 AT 09:30 A. O'CLOCK M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

2231 6 000055

RECORDED IN LIBER ~~2231~~, FOLIO ~~6~~, OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1921360

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.

*[Handwritten Signature]*



A 176588

Recorded *Aug 21, 1985* and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. *40*, Folios *236-244*.

*[Handwritten Signature]*

CLERK

001852

860974

LIBER 40 PAGE 742

ARTICLES OF INCORPORATION  
OF

PENINSULA HEATING & AIR CONDITIONING, INC.  
(A Close Corporation)

**FIRST:** The undersigned, Carol A. Truitt, whose post office address is 130 E. Main Street, P. O. Box 258, Salisbury, Maryland, 21801, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

PENINSULA HEATING & AIR CONDITIONING, INC.

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

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

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

**AIR CONDITIONING:** To design, patent, procure patents or licenses to manufacture, buy, sell at wholesale or retail, import and export, rent and lease, repair and maintain, service, and generally deal in all kinds of air conditioning apparatus, equipment, and appliances, heating apparatus, equipment, and appliances, refrigeration apparatus, equipment, and appliances, air conditioners of all kinds, heating equipment and appliances of all kinds, stoves, furnaces of all kinds, gas and electric stoves, and heaters and fireplaces, and all the parts and accessories required for complete air conditioning, refrigeration, and heating units;

1995 APR 25 P 10:30

Res  
950

RICHARDSON ARDENSON  
& HELLARD  
ATTORNEYS AT LAW  
RICHARDSON BUILDING  
130 EAST MAIN STREET  
P. O. BOX 258  
SALISBURY, MARYLAND 21801-0258

RECEIVED  
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001853

LIBER 40 PAGE 743

to deal in all kinds of fuel saving devices, to repair and over-  
haul air conditioning, refrigeration, and heating apparatus and  
equipment, and to generally deal in and manufacture all parts  
necessary or desirable in connection with such air conditioning  
units, equipment, and appliances and heating units, equipment, and  
appliances, and to generally deal in hardware.

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 Box 303, Pittsville, Maryland  
21850. The name and post office address of the Resident Agent of  
the Corporation in this State are Don E. Richardson, Esquire,  
130 E. Main Street, Salisbury, Maryland 21801, said Resident Agent  
is an individual actually residing in this State.

**SIXTH:** The total number of share of capital stock which the  
Corporation has authority to issue is FIVE HUNDRED (500) shares  
of common stock, each having a par value of ONE HUNDRED DOLLARS  
(\$100.00) each.

**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: Gary Powell, Box 303, Pittsville, Maryland 21850.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of April, 1985, and I acknowledge the same to be my act.

WITNESS:

Edward P. Crowley

Carol A. Truitt (SEAL)  
Carol A. Truitt

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 23rd day of April, 1985,  
before me, a Notary Public for the State and County aforesaid,  
personally appeared Carol A. Truitt, and she acknowledged the  
foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and official seal the day and year last  
above written.



My commission expires: 7/1/86.

Edward P. Crowley  
Notary Public

RICHARDSON ANDERSON  
& HELAND  
ATTORNEYS AT LAW  
RICHARDSON BUILDING  
130 EAST MAIN STREET  
P O BOX 280  
SALISBURY, MARYLAND 21801  
1201 742 5144

LIBER 40 PAGE 744  
ARTICLES OF INCORPORATION  
OF  
PENINSULA HEATING & AIR CONDITIONING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 25, 1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2714, FOLIO 001851 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1911593

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 175537

Recorded Aug 24, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
Corp. 40, Folios 242-244.

*[Signature]* Clerk

LIBER 40 PAGE 745

001464

APR 17 P 1:04

ARTICLES OF INCORPORATION

OF

860975

SALOON ENTERPRISES, INC,

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Kenneth T. Haskell, Jr., whose post office address is Magnolia Drive, 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: Saloon Enterprises, Inc.

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

(a) To engage in retail business as a pub (public house).

(b) 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.

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

(d) 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 715 Roland Street, Goliath Shopping Center, Salisbury, Wicomico County, Maryland, 21801. The resident agent of the corporation is Kenneth T. Haskell, Jr., whose address is Magnolia Drive, Salisbury, Wicomico County, Maryland, 21801. Said resident agent is a citizen of the State of Maryland.

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

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

(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.

001466

LINES 40 PAGE 747

(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 directors, and Kenneth T. Haskell, Jr. and Ralph W. Shockley 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 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 2 day of Jan, 1985.

WITNESS:

Lu E. Ray

Kenneth T. Haskell Jr. (SEAL)  
KENNETH T. HASKELL, JR.

LIBER 40 PAGE 749

001468

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 2<sup>nd</sup> day of January, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth T. Haskell, Jr. and acknowledged the foregoing Articles of Incorporation to be his act.

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



Rub Rayne  
NOTARY PUBLIC

My Commission Expires: 7/1/86

LIBER 40 PAGE 750

ARTICLES OF INCORPORATION  
OF  
SALOON ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND APRIL 17, 1985 AT 01:04 O'CLOCK P. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2714 FOLIO 001463 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1910975

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.

*DeW. Fisher*



A 175412

Received for Record Aug 24 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
to 40, Folios 745-750.

*A. James Smith*

000039

LIGER 40 PAGE 751

WOODRIDGE SCHOOL, INC.

Articles of Revival

862139

First: The name of the corporation at the time the charter was forfeited was Woodridge School, Inc.

Second: The name which the corporation will use after revival is Woodridge School, Inc.

Third: The name and address of the resident agent is Mrs. Dawn K. Foskey, Director, Woodridge Business Institute, P. O. Box 277, Salisbury, MD 21801. The location is in Shoppers World, Route 50 at Tilghman Road, Salisbury.

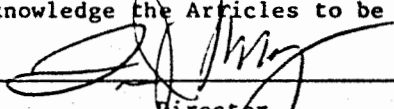
Fourth: These Articles of Revival are for the purpose of reviving the charter of the corporation.

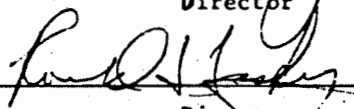
Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

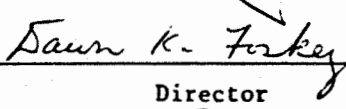
- a) Paid all fees required by law;
- b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due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

Sixth: The address of the principal office in this state is the same as above. The location is in Shoppers World, Route 50 at Tilghman Road, Salisbury.

The last acting president, vice-president, secretary, or treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

  
 \_\_\_\_\_  
 Director

  
 \_\_\_\_\_  
 Director

  
 \_\_\_\_\_  
 Director



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000040

LISER 40 PAGE 752

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, DAWN K. FOSKEY of WOODBRIDGE SCHOOL IN  
(insert name and title) (insert name of corporation)

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

Dawn K. Foskey  
DAWN K FOSKEY  
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on October 29/84 before me, the  
(insert date)

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

WICOMICO COUNTY personally appeared  
(insert name or county for which notary is appointed)

DAWN K. FOSKEY and made oath under the penalties of  
(insert name of person swearing)

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

As witness my hand and notarial seal.

[Signature]  
(Signature of notary public)

My Commission expires 9/1/86.

LIBER 40 PAGE 753

ARTICLES OF REVIVAL

OF

WOODRIDGE SCHOOL, INC.

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

OF MARYLAND MAY 17, 1985

AT 10:25 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2722, FOLIO 000038 OF THE RECORDS OF THE STATE

DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ \_\_\_\_\_

RECORDING FEE PAID:

\$ 20.00

SPECIAL FEE PAID:

\$ 30.00

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.

*G. B. Auburn*



A 177053

gives ~~to~~ record Oct 16, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
corp. 40, Folios 751-753.

*A. James Smith*

5.00

862140

ARTICLES OF AMENDMENT  
OF

NURSING PERSONNEL, INC.

NURSING PERSONNEL, INC., a Maryland Corporation,  
hereby certifies to the State Department of Assessments and  
Taxation that:

FIRST: This Corporation was duly incorporated on  
December 2, 1983 in the State of Maryland, and is in good standing  
with the State Department of Assessments and Taxation.

SECOND: That in accordance with the Annotated Code of  
Maryland, Corporations and Associations Article, Section 2-607,  
the Corporation submits these Articles of Amendment for the  
purpose of changing the name of the Corporation from Nursing  
Personnel, Inc., a Maryland Corporation to Nurse Plus, Inc.,  
a Maryland Corporation, effective immediately.

THIRD: That the aforesaid change of name was advised  
by the Board of Directors and no stock entitled to be voted on the  
matter was outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF, the undersigned, who is the  
President and member of the Board of Directors of the corporation,  
respectfully, has signed these Articles of Amendment on the  
20<sup>th</sup> day of May, 1985.

ATTEST:

Dennis H. Nooner, Jr.  
Secretary

Dennis W. Nooner (CORPORATE SEAL)  
Dennis W. Nooner (a/k/a  
Dennis H. Nooner, Jr.)  
President

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 20<sup>th</sup> day of  
May, 1985, before me, the subscriber, a Notary Public  
in and for the State and County aforesaid, personally appeared  
Dennis W. Nooner (a/k/a Dennis H. Nooner, Jr.), President of  
Nursing Personnel, Inc., and acknowledged the foregoing  
Articles of Amendment to be his act.

AS WITNESS my hand and Notarial Seal.

Lloyd O. Whitehead  
NOTARY PUBLIC

My commission expires: July 1, 1986

51438117

1985 MAY 23 A 10:09

LIBER 40 PAGE 755  
ARTICLES OF AMENDMENT

OF

NURSING PERSONNEL, INC.

Changing its name to

NURSE PLUS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 23, 1985 AT 10:09 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2722, FOLIO 000035, 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.

*[Handwritten Signature]*



A 177052

Received for Record Oct 16, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
40, Folios 754-755.

*[Handwritten Signature]*

5.00

862111

ARTICLES OF SALE AND TRANSFER

WS

Delmarva Machine Products, Inc., hereinafter called "Transferor", and Perdue Incorporated, hereinafter called "Transferee", hereby certify to the State Department of Assessments and Taxation that:

FIRST: Transferor agrees to and does hereby sell all and every item of personal property contained on the premises from which Transferor has heretofore conducted business including but not limited to the personal property described on Exhibits A, B and C attached hereto and made a part hereof to Transferee, Perdue Incorporated, which personal property represents substantially all of its property and assets.

SECOND: Transferor is incorporated in Maryland.

THIRD: The name of the Transferee is Perdue Incorporated, its address is P. O. Box 1537, Salisbury, Maryland 21801, and its principal place of business is Old Ocean City Road, Salisbury, Wicomico County, Maryland 21801.

FOURTH: Transferor's principal place of business is located in Wicomico County, Maryland.

FIFTH: Transferor owns no interest in land.

SIXTH: The nature and amount of the consideration should be the personal property owned by the Transferor and certain real property not owned by the Transferor but by its major stockholder has been sold under contract between Transferor and such stockholder for the sum of \$125,000.00, payable in cash; the contract does not allocate the consideration between personal property and real property.

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00:00 00:00 00:00

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SEVENTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized and approved by each corporation party hereto in the manner and by the vote required by its charter and the laws of the State of Maryland as set forth in Section 3-105 of the Corporations and Associations Article, Annotated Code of Maryland (1975 Edition, as amended), said transaction being duly advised by the Board of Directors of Transferor at a meeting duly held and being subsequently approved by the stockholders of Transferor, after appropriate waiver of notice of such stockholders meeting. *Transferee approval by Bd of Dir.*

EIGHTH: Transferee is to receive title to all property and assets transferred hereby free, clear and discharged of any claims or liability of the creditors of Transferor. The Transferee shall not in any manner be responsible or liable for any debts or obligations of Transferor except as expressly set forth herein.

NINTH: Transferor will execute such additional bills of sale, assignments or other like instruments as are deemed desirable by Transferee to evidence the transfer, vesting or devolution of the title to any of the property and assets sold and transferred hereby.

AS WITNESS the execution hereof by Transferor and Transferee, as of this 12th day of June, 1985.

ATTEST:

DELMARVA MACHINE PRODUCTS, INC.

Warren L. Wolff  
Asst. Secretary

By: Susan L. Wolff (SEAL)  
Susan L. Wolff,  
Vice President

ATTEST:

PERDUE INCORPORATED

E. Elaine Barnes  
Elaine Barnes, Acting  
Secretary

By: Pelham B. Lawrence (SEAL)  
Pelham B. Lawrence,  
Vice President

STATE OF MARYLAND, Wicomico COUNTY, TO WIT:

I HEREBY CERTIFY that on this 12<sup>th</sup> day of June, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Susan L. Wolff, who acknowledged herself to be the Vice President of Delmarva Machine Products, Inc., Transferor, and that she, as such President, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself as President, and did further make oath in due form of law that the matters and facts set forth in the foregoing Articles of Transfer with respect to authorization and approval of the transaction by the directors and stockholders of Transferor are true and correct and that the Articles of Transfer were duly advised by the Board of Directors of Transferor and approved by the holders of the required majority of all issued and outstanding capital stock of Transferor.

AS WITNESS my hand and Notarial Seal.

[Signature]  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_  


STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 12<sup>th</sup> day of June, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Pelham B. Lawrence, who acknowledged himself to be the Vice President of Perdue Incorporated, Transferee, and that he, as such Vice President, executed the foregoing instrument for the purposes therein contained by signing the name of Transferee by himself as Vice President, and did further make oath in due form of law that the matters and facts set forth in the foregoing Articles of Transfer with respect to authorization and approval of the transaction by the directors and stockholders of Transferee are true and correct.

AS WITNESS my hand and Notarial Seal.


[Signature]  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_  


EXHIBIT "A"

LISER 40 PAGE 759

001169

Delmarva Machine Tool Inc.  
Bldg. \$75,000.00  
Equipment \$175,000.00

POOR  
ORIGINAL

List of Equipment

- All equipment more all attachments  
to go with them.

Rockland Lathe Max. 46" 9' Bed

Wells Metal Band Saw Model 300

Bridgeport Model C6604

Steel Bender

Bridgeport Model 12385

Toolmaker grinder

Brown & Sharpe cat. no. 618-2

South Bend Precision Lathe Model A

South Bend Quick Change Head-Lathe  
14 1/2 - 16"

Drill Presses:

Walker Turner for wood & metal  
Craftsman 150

"

Welder 230 V - Ser. No. 42151

Miller Welder Model SCP-200C

" " " " "

Millermatic 200

Lincoln Welder Idealarc 250

Millermatic 35

Genacut C 31 1/2 (Press)

Mill - horizontal

10" - Lathe

Kicker

Wadsworth - sander cat. # W25

B-Line Sharper

Heavy duty bandsaw

Wadsworth Cat. no. W 525

Lincoln AC 225 AMP Welder

Lincoln welder Idealine R3R-500

(cleans steel with chemicals)

Hoist 1/2 ton L-80

LH Hy Pac ~~hydraulic~~ hydraulic Racine

Wisconsin Portable Pump

Metal wood cutting Rockwell 28-380

Cress Electric Kiln model C-100 B

Delta dress press (stands floor-up)

Big heavy drill - Monarch Machine Co. Phila.

4 Big steel tables

1 Sand Blaster (small)

POOR ORIGINAL

see also inventory of equipment & vehicle - Chew

001 1813

40 PAGE 761

Rockland Lathe 18"X80" Gap Bed 12" 3Jaw chuck 18 4Jaw Chuck Steady& Follow Rest W/ Assorted Tooling S/N 325369	7,700.00
Wells 6" Band Saw Model 300 S/N 5930	225.00
Bridgeport 9X42" J Head Milling Machine Gear Box Power Feed 1 H.P. 3 Ph. S/?N J57787	1,800.00
Bridgeport 9X36" J Head Round arm milling machine with palmgreen 6" Mill Vise	1,250.00
Air operated forming machine	50.00
42" Blasting cabinet with dust collection system	1,100.00
Slotting milling machine hand feed	175.00
Monarch Machine 20" humpback drill press open gear drive flat belt driven	150.00
Delta 16" MT#2 Drill press S/N 148074	200.00
Rockwell metal/wood 14" vert. bandsaw Cat.# 28-380 S/N DL9587	370.00
Cress Electric Kiln Model C-100-E S/N 6403 115V. 11A.	100.00
Century Fox 30 ton hyd. press ½ H.P. Elec pump S/N 36.031A	1,100.00
Lincoln 225 Amp Lincwelder Buzz Box Code 7533-903	100.00
Lincoln Idealarc R3R-5D0 500 Amp Welder S/N AC-573210	890.00
America Tool Works mechanical shaper	225.00
WT Band saw with coolant pump	600.00
Gantry crane 4" beam ½ ton trolley jet½ ton hoist	225.00
B-Line grinder ½ H.P. 1Ph. 7" wheel No Gaurds or work rests	70.00
Kidder Mytepac 1 H.P .Electric Hyd pump S/N 56A99A	1,000.00
Delta Milwaukee 6X48" Belt Sander,stand & motor	275.00
Tourch cart & torch	100.00
Welding bench W/ 4" vise	95.00
Welding bench	70.00
Milwaukee hammer drill	130.00
Milwaukee Porta band saw	150.-0

Milwaukee double end bench grinder 7"	100.00
Power vac shop vac	15.00
Delta Milwaukee Toolmakers Grinder Tool & Cutter grinder S/N 29-2189	1,000.00
Worthington Air Compressor 10H.P. Model EV 3190 size 6X3½" X 2½" tank mounted 120 Gal.	2,200.00
Brown & Sharp No.2 Surface Grinder 6X18" 3/4H.P. 1 Ph.	1,800.00
Logan Lathe 11" X 36" on stand collet closer & collets carriage, part off cross slide, & turret S/N 957	1,450.00
Rotary Table 8"	125.00
South Bend 9"X18" Model A Lathe 3½' Bed 4" 3 jaw chuck On stand missing lead screw ½ nu+ controls cat. no. CL344ZN	450.00
Walker Turner 15" 2 MT bench drill press S/N 50DM3A	165.00
3 Craftsman Drill Presses model 150 ½H.P. 4 speed 2 working 1 missing parts	425.00
Blade Welder 230 V. ½" cap. S/N 42151	175.00
South Bend 16'X7'Bed Lathe sleeve brg. cat. no. 2DW 10" 3 Jaw chuck & turret S/N 126401	1,900.00
Gauge Block Sets 2 grade B American Precision	300.000
Diacro No 1A bender S/N DA 2288	175.00
Royersford 2 ton arbor press No.2	75.00
Famco 3 ton arbor press No. 3	95.00
Ferracute Machine Co. OBI press model C31½ 6 ton 1½" stroke 170 strokes/Min. on stand S/N 23579	700.00
Skill 7" R.A. polisher	50.00
Milwaukee 7" grinder	65.00
Miller Matic 200 amp mig welder with reg. & tweco No.2 mig gun S/N HK335134	800.00
Miller Econo Twin HF welder with Union Carbide air cooled tig gun & reg.	650.00
Ace spot welder model 82 S/N 5318 18" throat 10 KVA 230V.60 Cy. 2 pcs. 10 Ga.	100.00

Lincoln IdealArc 250 AC welder S/N 256143	400.00
Miller SCP-200C mig welder W/ spoolpac S/N 71-601683	800.00
Milermatic 35 mig welder W/ Tweco No.2 mig gun S/N Hk224712	675.00
Rockwell 1X42" Belt sander ½ H.P.	125.00
Craftsman ½" elec. drill	30.00
Skill 6¼" saw	40.00
Craftsman ¼" router	40.00
Black & Decker 4½" grinder	40.00
Welding bench & 5" Vise	95.00
4½" air sander	25.00
Misc. C-clamps,Vise grips,Welding clamps,Chain vise grips	300.00
Black & Decker ¼" drill	10.00
Multi spindlr drill head	80.00
Ridgid pipe thd set & pipe vise	140.00
Minute man push broach set 5/16-3/8-7/16-1/2"	95.00
4-Drawer file cabinet	60.00
L-section Desk	100.00
2 side chairs,wall stand& table	45.00
Typewriter & calculator	40.00
18" verniers	75.00
Misc. Steel & Aluminum	100.00
Misc. Hand tools, Spring calipers, Files, Combination wrenches Hammers& other tools	200.00
	<hr/>
	34,480.00

5/27/85

LIBER 40 PAGE 764  
CEMCO, Incorporated  
9852 Bird River Road  
Baltimore, Maryland 21220

Exhibit C  
3 Pages  
C1  
00174

<u>Replace New</u>	<u>Fair Market Value</u>	<u>Description</u>
18,000.00	9,500.00	Rockland Lathe 18" x 80" Gap
2,200.00	2,200.00	Taper Attachment Lathe Tooling Tool post ( 4 position ) Steady Rest & Follow Rest
900.00	450.00	3 Jaw 12"
900.00	450.00	4 Jaw 18"
900.00	400.00	3 Jaw 12"
6,000.00	3,000.00	(2) Bridgeport Vertical Mills (Series I)
5,000.00	2,500.00	Belt driven J57787 9" x 42" table w/ collets & tool holder J1531 9" x 36" table broaching, slotting attachment.
200.00	100.00	6" throat small horizontal bandsaw
300.00	190.00	Bending table 12" maximum radius
3,000.00	1,500.00	6" x 22" Horizontal Mill Slotter
800.00	400.00	42" x 24" capacity Sand blasting unit
5,000.00	2,000.00	Delta/Millwalkee toolmaker-cutter-grinder (Ser.#29-2189)
4,500.00	1,500.00	Brown & Sharp #2 Surface Grinder/Mag chuck
4,800.00	2,500.00	Various grinding wheels (approx. 30 pcs.) Logan 10" dia. x 36" (Ser. #957) Collet closer & Collets Turret Attachment Saddle Quick action cross slide
8,000.00	2,500.00	Southbend 2 DW Lathe 17" dia. x 40" 10" 3 Jaw 8" 4 Jaw
3,800.00	800.00	Southbend 8" x 18" 5" 3 Jaw Chuck Lathe Tooling
250.00	200.00	Walker Turner Drill Press 50DM3-A
600.00	300.00	Craftsman 150 Drill Press
600.00	450.00	Bandsaw Blade Welder 42151
150.00	45.00	Royerford Hand arbor press 8"
200.00	60.00	Famco #3 Hand arbor press 13"
2,500.00	1,200.00	Farracute 31 1/2 6 Ton punch press
1,500.00	1,000.00	Miller SCP-200C Welder
1,700.00	1,100.00	Miller Scono Twin HF (Tig welder)
1,300.00	900.00	Miller Matic 200 (Mig welder)
1,800.00	1,000.00	Miller Matic 35 (Mig welder)
1,800.00	300.00	Ideal Arc 250 (Ser.#AC-256143)
1,800.00	1,000.00	Peer-Ace Spot Welder - 18" throat (Ser.#5318)
300.00	200.00	Oxy-Acetalene tanks, gauges and hoses
400.00	200.00	Ideal Arc R3R - 500

CEMCo, Incorporated  
9852 Bird River Road  
Baltimore, Maryland 21220

<u>Replace New</u>	<u>Fair Market Value</u>	<u>Description</u>
600.00	250.00	Delta 6" Vertical Belt Sander
75.00	50.00	Kidder 5" Stroke Small punch press (Ser.#56A99A)
400.00	200.00	Brockmeyer Redestal Grinder 7" dia. (Ser.#2193365)
1,500.00	800.00	Century Fox 30 Ton Solid Ram Hyd. Press
300.00	150.00	Cress Electric Kiln #6403
1,500.00	700.00	Rockwell Vert. Bandsaw 13" throat (#DL 958)
250.00	125.00	Delta Floor Model Drill Press #14-9074
600.00	400.00	Monarch Vertical Drill
2,500.00	800.00	W/T Horizontal Band Saw 12" wide capacity
1,800.00	1,000.00	American Tool Co. Shaper 15" stroke
200.00	200.00	Electro Polishing Tank 24" x 30" x 32"
800.00	800.00	Lincoln AC 25 Amp Welder
30.00	30.00	(2) Stools
160.00	135.00	Black & Decker Saws All
100.00	100.00	Welding Helmets (4)
300.00	250.00	"A" Frame w/ Jet L-80 1/2 ton chain fall
500.00	300.00	Linde Tig Torches
300.00	100.00	Millwalkee Tabletop Red. Grinder 6" wheels
150.00	90.00	Small Power-Vac - 5 gal. can capacity
150.00	80.00	Truecraft Sockets to 2" dia. capacity
200.00	100.00	Millwalkee Heavy-duty Hammer Drill 1/2" cpacity
350.00	200.00	Millwalkee Portable Bandsaw
100.00	70.00	"C" Clamps - 15pcs.
8.00	5.00	Bolt bin - 6 Comptments - 1-13 Hex head bolts
100.00	70.00	Broach plugs up to 2 1/2" dia.
250.00	175.00	Set of 8 5C Collets
150.00	100.00	Set of 7 Broach tools for Bridgeport (Slotter)
200.00	30.00	Yale 1 1/2 ton chain fall
200.00	150.00	4" Bench vise
150.00	150.00	(2) 800 or 900 BTU Kerosene Heaters
150.00	60.00	34" x 60" 5-Drawer desk
100.00	80.00	Daton 1 hp. motor
100.00	75.00	Hard hat kerosene heater
65.00	45.00	Skill 6 1/2" circular saw
150.00	75.00	Craftsman 1/2" power drill
150.00	75.00	Craftsman Router
200.00	100.00	B & D 4 1/2" Angle Grinder
500.00	200.00	6" Bencg vise
200.00	100.00	B & D Air operated disc sander
30.00	28.00	Weller 8 pc. Souldering kit
20.00	20.00	20" Tap Handle
25.00	25.00	Round 20" Die Holder

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LICER 40 PAGE 766  
CEMCo, Incorporated  
9852 Bird River Road  
Baltimore, Maryland 21220

<u>Replace New</u>	<u>Fair Market Value</u>	<u>Description</u>
200.00	100.00	Small 1" wide belt sander
1,000.00	800.00	Assorted hand tools (screwdrivers, files, etc.)
60.00	25.00	3/8" drill (pistol type)
100.00	45.00	Large clamps (15 pcs)
100.00	40.00	Open end wrenches - up to 1 1/2"
200.00	50.00	Skill R-angle 8" dia. disc sander
200.00	50.00	Millwalkee R-angle 8" dia. disc grinder
300.00	100.00	6" 3 Jaw chuck
800.00	200.00	8" Rotary table
800.00	400.00	Extra turrett attachment-medium size lathe
2,000.00	1,200.00	(2) Spoolmatic welding
3,500.00	1,500.00	Material rack
300.00	280.00	Broach set-up to 5/8"
3,000.00	1,500.00	Air compressor
350.00	170.00	Pipe threading equipment
50.00	25.00	Angle vise - 4" wide jaws
1,800.00	1,000.00	Toolpost grinder - Do-More
375.00	200.00	Multi-Drilling Head
350.00	100.00	Refrigerator
300.00	130.00	Portable drilling motors w/chucks (2)
300.00	160.00	"L" shaped office desk
250.00	175.00	Typewriter
40.00	25.00	Calculator
175.00	80.00	File cabinet
80.00	50.00	Office chair
800.00	800.00	Lincoln AC 25 Amp welder
<b>111,443.00</b>	<b>54,843.00</b>	

LIBER 40 PAGE 767  
ARTICLES OF SALE AND TRANSFER .

BETWEEN

DELMARVA MACHINE PRODUCTS, INC. (MD CORP.) TRANSFEROR

AND

PERDUE INCORPORATED (MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 19, 1985 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2727, FOLIO 001 165 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:  
\$ \_\_\_\_\_

RECORDING FEE PAID:  
\$ 32.00

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.

*G. B. Johnson*



A 178576

Received for Record Oct. 16, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
CORP. 40, Folios 756-762.

*A. James Smith*

862142

Articles of Merger  
of  
K&L MICROWAVE INTERNATIONAL, INC.  
(a Maryland corporation)

and of

K&L HOLDINGS, INC.  
(a Delaware corporation)

FIRST: K&L Microwave International, Inc. and K&L Holdings, Inc., being the corporations which are the parties to these Articles of Merger, do hereby agree to effect a merger of said corporation upon the terms and conditions herein set forth.

SECOND: The name of the corporation to be merged into the successor corporation is K&L Microwave International, Inc., which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its principal office in the State of Maryland located in Wicomico County, Salisbury City, and the corporate existence of which will cease upon the effective date of the merger in accordance with the provisions of the Maryland General Corporation Law.

All of the issued shares of stock of K&L Microwave International, Inc. are owned by K&L Holdings, Inc.

K&L Microwave International, Inc. owns no interest in land in the State of Maryland.

THIRD: The name of the successor corporation is K&L Holdings, Inc., which is a corporation incorporated in the State of Delaware. K&L Holdings, Inc. was incorporated under the general law in said state on July 13, 1983, and will continue its corporate existence under its present name pursuant to the general laws of said state.

The location of the principal office of K&L Holdings, Inc. in the place of its organization is 229 South State Street, Dover, Delaware.

REC FEE 5.00  
TOL 5.00  
9670CH 5.00  
02 01585 10-16 P1:37

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The principal office of said corporation in Maryland is located in Wicomico County.

The name and the address of the resident agent of said corporation in the State of Maryland is as follows:

<u>Name</u>	<u>Address</u>
K. King Burnett	115 Broad Street Salisbury, MD 21801

FOURTH: No amendments to the charter of K&L Holdings, Inc. are to be effected by reason of the merger.

FIFTH: The authorized share structure of each of the corporations which is a party to these Articles of Merger at the time of execution thereof is as follows:

	<u>K&amp;L Microwave International, Inc.</u>	<u>K&amp;L Holdings, Inc.</u>
<u>Total number of shares of all classes:</u>	1,000	10,000
<u>Number and par value of shares of each class:</u>	1,000 Common-\$100.00	5,000 Common-\$10.00 5,000 Preferred-\$100.00
<u>Number of shares without par value of each class:</u>	<u>0</u>	<u>0</u>
<u>Aggregate par value of all shares:</u>	\$100,000	\$550,000

SIXTH: The issued shares of K&L Microwave International, Inc. shall not be converted or exchanged in any manner. All of the issued shares of stock of K&L Microwave International, Inc. shall upon the effective date of the merger, be surrendered and extinguished. The shares of stock of K&L Holdings, Inc. shall not be converted, but each said share which is issued as of the effective date of the merger

shall continue to represent one issued share of stock of K&L Holdings, Inc.

SEVENTH: The terms and conditions of the merger herein set forth were advised, authorized, and approved by K&L Microwave International, Inc. in the manner required by its charter and the provisions of the Maryland General Corporation Law, and the said merger and the aforesaid terms and conditions were approved in the manner hereinafter set forth. The Board of Directors of the corporation adopted a resolution approving the proposed merger of K&L Microwave International, Inc. into K&L Holdings, Inc. on substantially the terms and conditions set forth in or referred to in said resolution. Said resolution of the Board of Directors was adopted at a meeting duly held on May 7, 1985, at which the Board acted by at least a majority of the entire Board of Directors.

EIGHTH: The terms and conditions of the merger were duly advised, authorized, and approved, in respect of K&L Holdings, Inc., in the manner required by the charter of said corporation and by the laws of the State of Delaware, which is the state of incorporation of said corporation, at a meeting duly held on May 7, 1985 by the Board of Directors of K&L Holdings, Inc.

NINTH: The merger herein provided for shall become effective on May 31, 1985.

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of K&L Microwave International, Inc. by its Vice-President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief; and these Articles of Merger are hereby signed for and on behalf of K&L Holdings, Inc. by its Vice-President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts stated therein with respect to authorization and

002256

LNER 40 PAGE 771

approval of said merger are true in all material respects to the best of his knowledge, information, and belief.

K&L MICROWAVE INTERNATIONAL, INC.

By: *[Signature]*  
Vice President

Attest:

*Clayd Laporte, Jr.*  
Asst. Secretary

Dated: May 17, 1985

K&L HOLDINGS, INC.

By: *[Signature]*  
Vice President

Attest:

*Clayd Laporte, Jr.*  
Secretary

Dated: May 17, 1985

ARTICLES OF MERGER

MERGING

K & L MICROWAVE INTERNATIONAL, INC. (MD CORP.)

INTO

K&L HOLDINGS, INC. (DE CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 31, 1985 AT 9:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2722, FOLIO 02252 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.

*G. B. O'Brien*



A 177501

Received for record Oct 16 1985 and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. 40, Folios 268-772.

*A. James Smith*

001850

LIBER 40 PAGE 773

862143

FIRST AMENDMENT TO  
CERTIFICATE AND AGREEMENT  
OF LIMITED PARTNERSHIP

THIS FIRST AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP is made and entered into as of this 15th day of May, 1985, by and between ROBERT D. DASHIELL ("Dashiell") and BRUCE A. MOORE ("Moore") as the General Partners and Dashiell and Moore as the Limited Partners of College Lane Apartments Limited Partnership.

WITNESSETH:

A. Dashiell and Moore did associate as a certain limited partnership under the name of "COLLEGE LANE APARTMENTS LIMITED PARTNERSHIP" (hereinafter referred to as the "Partnership") pursuant to the provisions of the Maryland Revised Uniform Limited Partnership Act by the execution and recordation of a certain Certificate and Agreement of Limited Partnership (the "Certificate") dated the 20th day of September, 1984, and recorded the 2nd day of October, 1984, among the records of the Maryland State Department of Assessments and Taxation in Liber 2673, folio 000220.

B. The Certificate contained, among other things, the authority of the Partnership to execute a Regulatory Agreement, Note, Deed of Trust or other security instrument and/or other documents required by the Secretary of Housing and Urban Development (the "Secretary") and/or FHA in connection with obtaining financing for the partnership project, and contained restrictions upon the transfer of limited partnership interests unless such transferee agrees to be bound by the terms and provisions of the Regulatory Agreement executed with the Secretary.

The Secretary has required an Amendment to the Certificate in order to place specific language in the Certificate confirming the authority of the Partnership to enter into the Regulatory Agreement and confirming the limitation upon transfer.

NOW, THEREFORE, the parties agree to amend the Certificate by adding a new paragraph 20 therein, as follows:

REC FEE 12.50  
TOTL 12.50  
96710WK 12.50  
02 01985 10-15 P1107

51488160

20. FHA Provisions. Notwithstanding anything contained herein, the business of the Partnership shall also include applying for and obtaining from the Department of Housing and Urban Development ("HUD") a contract of insurance pursuant to the provisions of Section 221(d)(4) of Title 2 of the National Housing Act, as amended. The Partnership is further authorized to execute a Note, Deed of Trust and other collateral documents in order to secure the loan to be insured by the HUD and to execute a Regulatory Agreement and other documents required by the HUD and the Lender in connection with such loan. Any incoming partner shall, as a condition of receiving an interest in the Partnership, properly agree to be bound by said Note, Deed of Trust and Regulatory Agreement and such other documents required in connection with said HUD insured loan to the same extent and to the same terms as the other partners. Upon any dissolution, no title or right to possession and control of the property and the improvements, and no right to collect the rents therefrom shall pass to any person who is not bound by the Regulatory Agreement in a manner that is reasonably satisfactory to the Department of Housing and Urban Development.

In the event of any conflict between the provisions of this Agreement and the Regulatory Agreement, the provisions of the Regulatory Agreement shall control. The provisions of this Agreement concerning the Regulatory Agreement and the securing of approvals from the HUD shall apply only during such time as Secretary shall be the owner, holder, insurer and re-insurer of any mortgage loan with respect to the property owned by the Partnership.

All other terms of the original Certificate are hereby readopted and reincorporated herein, it being the intention of the parties solely to add the specific FHA language required by the Secretary.

IN WITNESS WHEREOF, the General Partners and the Limited Partners acknowledge that this First Amendment to Certificate and Agreement of Limited Partnership is their act and further acknowledge under penalties of perjury to the best of their knowledge, information and belief that the matters and facts set forth herein are true in all material respects and that they have executed this First Amendment to Certificate and Agreement of Limited Partnership as of the day and year first above written.

001852

LIBER 40 PAGE 775

WITNESS:

*Patricia E. Keman*

as to both

*Patricia E. Keman*

as to both

gsc/602

*Robert D. Dashiell* (SEAL)  
Robert D. Dashiell

*Bruce A. Moore* (SEAL)  
Bruce A. Moore

General Partners

*Robert D. Dashiell* (SEAL)  
Robert D. Dashiell

*Bruce A. Moore* (SEAL)  
Bruce A. Moore

Limited Partners

LIBER 40 PAGE 776

CERTIFICATE OF AMENDMENT

OF

COLLEGE LANE APARTMENT LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND May 28, 1985 AT 10:23 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2721, FOLIO 1849 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ RECORDING FEE PAID: \$ 50.00 SPECIAL FEE PAID: \$

TO THE CLERK OF THE CIRCUIT COURT OF Wicomico County

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

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

[Handwritten signature]



A 177480

Received for record Oct. 16, 1985 and recorded in the Corp. Records of Wicomico County, Maryland in Liber A.J.S. No. 40, Folios 273-276.

[Handwritten signature: A. James Smith]

001715

LIBER 40 PAGE 777

1955 APR 17 A 9 59

862111

ARTICLES OF DISSOLUTION  
OF  
PARKER BLOCK CO., INC.

PARKER BLOCK CO., INC., a Maryland Corporation, hereinafter referred to as the "Corporation," hereby certifies to the State Department of Assessments & Taxation as follows:

1. The Corporation is hereby dissolved.
2. The name of the Corporation is Parker Block Co., Inc., and the post office address of its principal office in this state is: 425 Monticello Avenue, Salisbury, Maryland 21801.
3. The name and post office address of the resident agent of the Corporation in Maryland, service of process upon whom shall bind the Corporation on any action, suit, or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up is Charles R. Dashiell, Jr., 126 East Main Street, P. O. Box 138, Salisbury, Maryland 21801.

4. The name and post office address of each of the Directors of the Corporation are as follows:

- Catherine D. Parker  
425 Monticello Avenue  
Salisbury, Maryland 21801
- Sue C. Parker  
425 Monticello Avenue  
Salisbury, Maryland 21801
- Philip C. Gordy, Sr.  
547-C Riverside Drive  
P. O. Box 852  
Salisbury, Maryland 21801

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

REC'D 91-01 9810 20  
00'S 7998  
00'S 7101  
00'S 3323

51618036

Catherine D. Parker                      President  
425 Monticello Avenue                  and Treasurer  
Salisbury, Maryland 21801

Sue C. Parker                              Vice President  
425 Monticello Avenue                  and Secretary  
Salisbury, Maryland 21801

Philip C. Gordy, Sr.                      Assistant  
547-C Riverside Drive                  Secretary  
P. O. Box 852  
Salisbury, Maryland 21801

6. Dissolution of the Corporation was duly and unanimously advised by the Board of Directors by unanimous consent dated April 1, 1985, and was duly authorized by the stockholders of the Corporation by unanimous consent dated April 1, 1985, in the manner required by the Maryland corporate law and the Charter of the Corporation.

7. There are no known creditors of the Corporation.

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

NONE

IN WITNESS WHEREOF, the Corporation has caused these Articles of Dissolution to be executed this 12<sup>th</sup> day of April, A. D. 1985, by its President and attested by its Secretary, each of whom states, under penalties of perjury, that to the best of her knowledge, information, and belief the facts and matters stated herein are true in all material respects.

ATTEST:

PARKER BLOCK CO., INC.

Sue C. Parker  
Sue C. Parker  
Secretary

BY: Catherine D. Parker  
Catherine D. Parker  
President

001717

LIBER 40 PAGE 779  
Wicomico County, Maryland

Department of Finance

P. O. BOX 260 4036  
SALISBURY, MARYLAND 21801-0350

COUNCIL

HENRY S. PARKER, PRESIDENT  
BRUCE W. RUARK, VICE PRESIDENT  
BETTY K. GARDNER  
VICTOR H. LAWS  
JOHN M. MORRIS

C. JOSEPH SCHILLER  
DIRECTOR OF FINANCE

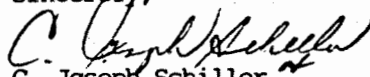
May 1, 1985

Parker Block Co., Inc.  
115 W. Lincoln Ave.  
Salisbury, Md. 21801

TO WHOM IT MAY CONCERN:

The Undersigned Collector of Taxes for Wicomico County State of Maryland does hereby certify that all Corporation taxes levied on assessments made by the State of Maryland, Department of Assessments & Taxation and billed by and payable to the undersigned Director of Finance Wicomico County of Maryland by Parker Block Co. Inc., 115 W. Lincoln Ave., Salisbury, Maryland 21801, have been paid as of June 30, 1985, for business year ending December 31, 1984.

Sincerely,

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

# City of Salisbury



**ROGER BASKERVILLE, CPA**  
Director of Finance  
Salisbury, Md. 21801-0791

MARYLAND

P. O. Box 791  
749-3731  
749-4731

April 30, 1985

I, Roger Baskerville, Treasurer and Collector of taxes in and for the City of Salisbury, Wicomico County, Maryland, do hereby certify that all personal taxes in regard to Parker Block Co., Inc. have been paid in full through the fiscal year 1984-1985 to June 30, 1985.

  
\_\_\_\_\_  
Roger Baskerville, Treasurer

CERTIFIED TRUE AND CORRECT as of April 30, 1985



LIBER 40 PAGE 781

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

001719

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

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

Dear Sir/Madam:

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


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

PARKER BLOCK COMPANY INC.

have been paid.

WITNESS my hand and official seal this

15th day of MAY A.D. 1985.

  
*Patricia A. Medel*  
DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

LIBER 40 PAGE 782  
ARTICLES OF DISSOLUTION

OF

PARKER BLOCK CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND MAY 14, 1985 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2724, FOLIO 001714 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:  
\$ \_\_\_\_\_

RECORDING FEE PAID:  
\$ 20.00

SPECIAL FEE PAID:  
\$ 30.00

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.

*[Handwritten Signature]*



A 178277

Received for Record Oct. 16, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 40, Folios 777-782.

*[Handwritten Signature]*

LIBER 40 PAGE 787  
**Town of Delmar**

001711

KAREN E. HORSMAN  
TOWN MANAGER

**"THE LITTLE TOWN TOO BIG FOR ONE STATE"**

P.O. BOX 398  
DELMAR, DELAWARE-MARYLAND 19940

PHONE: 302-846-2664  
301-896-2777

May 22, 1985

Wade H. Insley, III  
132 E. Main Street  
P.O. Box 109  
Salisbury, Md. 21801

Dear Sir:

All the taxes and any outstanding bills on the property located on the n/s Pine St. where B & C Market had been located have been paid.

*Sandy Doughty*

Sandy Doughty  
Payroll/Acct. Clerk

001712

LIBER 40 PAGE 788

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

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

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



Dear Sir/Madam:

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

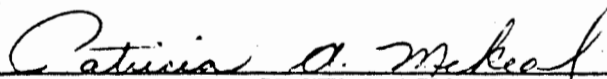
THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

B & C MARKET INC.

have been paid.

WITNESS my hand and official seal this

4th day of APRIL A.D. 19 85

A handwritten signature in cursive script, reading "Patricia A. McKeel", is written over a horizontal line.

DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

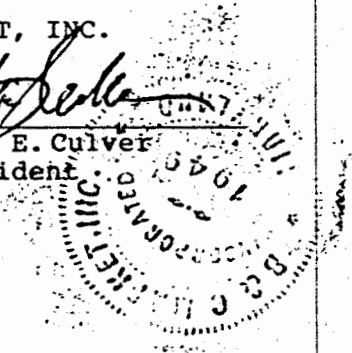
IN WITNESS WHEREOF, B & C Market, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 19<sup>th</sup> day of April, 1985, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of B & C Market, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief

ATTEST:

Betty Lee Culver  
Betty Lee Culver,  
Secretary

B & C MARKET, INC.

BY: Burton E. Culver  
Burton E. Culver  
President



**Wicomico County, Maryland**

**Department of Finance**

P. O. BOX 350  
SALISBURY, MARYLAND 21801-0350

**COUNCIL**

HENRY S. PARKER, PRESIDENT  
BRUCE W. RUARK, VICE PRESIDENT  
BETTY K. GARDNER  
VICTOR H. LAWS  
JOHN M. MORRIS

C. JOSEPH SCHILLER  
DIRECTOR OF FINANCE

May 3, 1985

B. & C. Market, Inc.  
Rt. #13  
Delmar, De, 21875

**TO WHOM IT MAY CONCERN:**

The Undersigned Collector of Taxes for Wicomico County State of Maryland does hereby certify that all Corporation taxes levied on assessments made by the State of Maryland, Department of Assessment & Taxation and billed by and payable to the undersigned Director of Finance, Wicomico County of Maryland by B. & C. Market, Inc., Rt. # 13, Delmar, De. 21875, have been paid as of June 30, 1985, for the business year ending December 31, 1983.

Sincerely,

*C. Joseph Schiller*  
C. Joseph Schiller,  
Director of Finance  
Wicomico County, Md.

001707

LIBER 40 PAGE 783

862145

B & C MARKET, INC.  
A MARYLAND CLOSE CORPORATION

ARTICLES OF VOLUNTARY DISSOLUTION

B & C Market, Inc., a Maryland close corporation, having its principal office in Delmar, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is By-State Boulevard, Delmar, Maryland 21875.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Rachel E. Wood, Cherrywalk Road, (Rural delivery Hebron, Maryland), Quantico, Maryland 21856.

FOURTH: The name and address of each director of the Corporation are as follows: Burton E. Culver, 700 Jewel Street, Delmar, Delaware 19940; Betty Lee Culver, 700 Jewel Street, Delmar, Delaware 19940; and Rachel E. Wood, Cherrywalk Road, (Rural delivery Hebron, Maryland), Quantico, Maryland 21856.

FIFTH: The name, title and address of each officer of the Corporation are as follows: Burton E. Culver, President, 700 Jewel Street, Delmar, Delaware 19940; Rachel E.

X

20174 91-01 03610 10  
00'S  
00'S  
00'S

1985 APR 24 A 10:40

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

51628121



Wood, Vice President, Cherrywalk Road, (Rural delivery Hebron, Maryland), Quantico, Maryland 21856; and Betty Lee Culver, Secretary/Treasurer, 700 Jewel Street, Delmar, Delaware 19940.

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

SEVENTH: The Corporation has no known creditors.

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

LIBER 40 PAGE 783

ARTICLES OF DISSOLUTION

OF

B & C MARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 11, 1985 AT 10:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2724, FOLIO 001706 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ RECORDING FEE PAID: \$ 20.00 SPECIAL FEE PAID: \$ 30.00

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.

[Handwritten signature]



A 178276

Received for record Oct 16, 1985 and recorded in the Records of Wicomico County, Maryland in Liber A.J.S. 40, Folios 783-789.

[Handwritten signature: A. James Smith]

5.00




001552

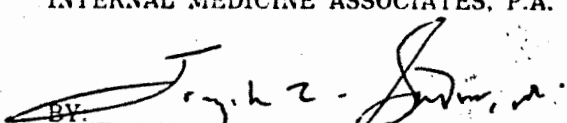
LICER 40 PAGE 791

and held on such date. The Resolution was then approved by the Shareholder's of the Corporation by the affirmative vote of two-thirds (2/3) of all the votes entitled to be cast on the matter at a meeting duly convened and held on March 6, 1985.

IN WITNESS WHEREOF, Internal Medicine Associates, P.A. has caused these Articles of Amendment to be signed in it's name and on it's behalf by it's President, and attested by it's Secretary, on this fourth day of April, 1985.

INTERNAL MEDICINE ASSOCIATES, P.A.

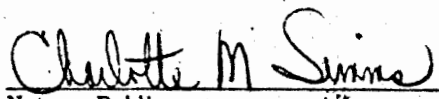
  
Oswald J. Burton, M.D., Secretary

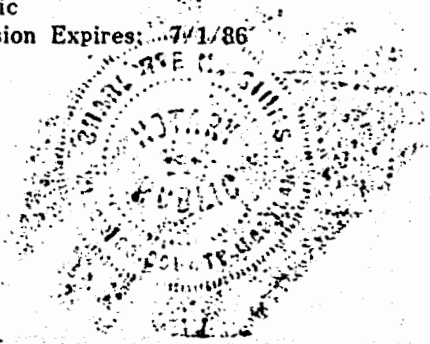
BY   
Joseph Z. Badros, M.D., President

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY that on this 15<sup>th</sup> day of May, 1985, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Joseph Z. Badros, M.D., President of Internal Medicine Associates, P.A., a Maryland Corporation, and in the name and on behalf of the said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Oswald J. Burton, M.D., Secretary of the said Corporation and he did make oath in due form of law that he was Secretary of the meeting of the Board of Directors of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was advised, and the Secretary of the meeting of the members at which the Amendment was approved by the members of the Corporation, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

  
Notary Public  
My Commission Expires: 7/1/86



SEIDEL AND BAKER  
ATTORNEYS AT LAW  
SALISBURY, MD.

LIBER 40 PAGE 792  
ARTICLES OF AMENDMENT  
OF  
INTERNAL MEDICINE ASSOCIATES, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 11, 1985 AT 10:19 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2724, FOLIO 001550 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

*G. B. Auburn*



A 178248

received for record Oct. 16, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 40, Folios 790-792.

*A. James Smith* 0035

862117

LINER 40 PAGE 793

ROO  
QV

CUSTOM AUTO TOPS & UPHOLSTERY, INC.

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

ARTICLES OF INCORPORATION

FIRST: 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 CUSTOM AUTO TOPS & UPHOLSTERY, 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 construct, repair and maintain autpmobiles, and other vehicles, including both body and engine repairs, canvas reapiers and any other type of kind of repairs reuired to keep said vehicles in good running order.

(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 403 Mason Street and Camden Avenue, Fruitland, Maryland 21826. 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 Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

51588232

(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 5<sup>th</sup> day of June 1985, and I acknowledge the same to be my act.

WITNESS:

Robin Neil Diggins Hugh Kristian Hanson (SEAL)  
HUGH KRISTIAN HANSON

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 5<sup>th</sup> day of June, 1985, 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.



Robin Neil Diggins  
NOTARY PUBLIC

My Commission Expires: July 15, 1986

5.00 FEE  
5.00 NOTL  
5.00 6630HK  
01985 10-16 P1:25

LIBER 40 PAGE 795

ARTICLES OF INCORPORATION  
OF  
CUSTOM AUTO TOPS & UPHOLSTERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND JUNE 07, 1985 AT 10:08 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2724, FOLIO 000674 OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:  
\$ 20

RECORDING FEE PAID:  
\$ 20

SPECIAL FEE PAID:  
\$ \_\_\_\_\_

D1938190

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. Johnson*



A 178466

received and recorded Oct 16 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
is 40, Folios 793-795.

*A. James Smith* 07-82

5.00

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LIBER 40 PAGE 796

ARTICLES OF INCORPORATION

OF

862148

CHANDLER CONSTRUCTION, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscriber, Gary Lee Chandler, whose post office address is 39 Bonhill Drive, Salisbury, Maryland, 21801 being at least twenty-one (21) years of age, by virtue of the general laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these Articles.

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

CHANDLER CONSTRUCTION, INC.

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

(a) To carry on and conduct the business of a general contractor in the building, erection, remodeling and renovation of all types of buildings, whether residential, commercial, industrial or otherwise and to also engage in any manner whatsoever in the acquisition, holding, improvement, leasing and sale of real property for purpose of speculation and/or development.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 39 Bonhill Drive, Salisbury, Maryland 21801. The resident agent of the Corporation is Denis P. Casey, Esquire, whose address is 106 Downtown Plaza, 3rd Floor, P.O. Box 589, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

REC FEE 5.00  
TOTL 5.00  
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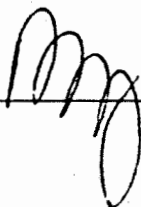
LICER 40 PAGE 737

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock with no par value.

SIXTH: 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 Gary Lee Chandler.

WITNESS my signature to these Articles of Incorporation on this 23<sup>rd</sup> day of May, 1985.

TEST:

  
\_\_\_\_\_

  
Gary Lee Chandler

STATE OF MARYLAND, COUNTY OF WICOMICO

THIS IS TO CERTIFY, that on this 23<sup>rd</sup> day of May, 1985, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Gary Lee Chandler and acknowledged the foregoing Articles of Incorporation to be his act.

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



  
Notary Public

My commission expires: July 1, 1986

LIBER 40 PAGE 798

ARTICLES OF INCORPORATION  
OF  
CHANDLER CONSTRUCTION, INC.

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

OF MARYLAND MAY 27, 1985 AT 09:53 A. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2722, FOLIO 000122, OF THE RECORDS OF THE STATE  
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:  
\$ 20

RECORDING FEE PAID:  
\$ 20

SPECIAL FEE PAID:  
\$ \_\_\_\_\_

D1929454

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.

G. B. Quinn



A 177572

Recorded Oct 16, 1985 and recorded in the  
Records of Wicomico County, Maryland in Liber A.J.S.  
No. 40, Folios 796-798.

P. James Smith



SIXTH: The Corporation shall have one director, J. Andrew Phillips, 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 Corporations and Associations Article of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation this 24th day of May, 1985.

TEST:

Terrill L Baker

J. Andrew Phillips, Jr. (SEAL)  
J. Andrew Phillips, Jr.  
Incorporator

STATE OF MARYLAND, COUNTY OF WICOMICO

THIS IS TO CERTIFY, that on this 24th day of May, 1985, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared J. Andrew Phillips, Jr. and acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal.

My commission expires:  
July 1, 1986

Terrill L Baker  
Notary Public

