

APPROVED FOR RECORD

2/21/89 at 8:32 A.

RIVER HARBOUR LIMITED PARTNERSHIP

Certificate of Formation of Limited Partnership  
Under the Maryland Revised Uniform Limited Partnership Act

899184

THE UNDERSIGNED do hereby form with each other a limited partnership under the Maryland Revised Uniform Limited Partnership Act, Title 10, "Corporations and Associations" Article, Annotated Code of Maryland, in manner and form following:

ARTICLE I. The name of the limited partnership hereinafter called the "partnership") shall be

RIVER HARBOUR LIMITED PARTNERSHIP

ARTICLE II. The character of its business shall be the real estate business in all its branches and activities, including, without limitation, the acquisition, holding, improving, leasing and sale or development of real estate of all kinds wherever located.

ARTICLE III. Its principal place of business is 107 N. Baptist Street, Salisbury, Maryland 21801, and its mailing address is c/o its Resident Agent who is Victor H. Laws, P. O. Box 75, 107 N. Baptist Street, Salisbury, Maryland 21801.

ARTICLE IV. The names and residences of each partner, and the designation of each as general or limited, are:

River Harbour Development Corporation  
c/o Walter Maizel  
6500 Coastal Highway  
Ocean City, MD 21842  
(General Partner)

Glen Leader, Inc.  
c/o Victor H. Laws  
P. O. Box 75  
107 N. Baptist Street  
Salisbury, MD 21801  
(General Partner)

Marvic Associates Limited Partnership  
c/o Margaret L. Engle  
Route 1, Box 101  
Parsonsburg, MD 21849  
(Limited Partner)

Ann F. Brown  
315 Whitman Avenue  
Salisbury, MD 21801  
(Limited Partner)

R. M. Laws, Inc. Money Purchase Pension Plan & Trust  
c/o Victor H. Laws, Trustee  
P. O. Box 75, 107 N. Baptist St.  
Salisbury, MD 21801  
(Limited Partner)

Mark D. Austin  
1535 Woodland Road  
Salisbury, MD 21801  
(Limited Partner)

Mark G. Nelson and Melba F. Nelson, his wife  
Riverside Drive Extended  
Salisbury, MD 21801  
(Limited Partner)

R. Clifford Berg, Jr. and Greg L. Warren  
c/o R. Clifford Berg, Jr.  
1233 Faun Road  
Wilmington, DE 19803  
(Limited Partner)

H. B. Roberts, Jr.  
P. O. Box 5203  
Charlottesville, VA 22905  
(Limited Partner)

Walter Maizel and Carol A. Maizel, his wife  
20 Catherell Court  
Salisbury, MD 21801  
(Limited Partner)

LAWS & LAWS, P.A.  
107 N. BAPTIST STREET P. O. BOX 75  
SALISBURY, MARYLAND 21801

90526423 3108 1532

Francis H. Morris  
518 Indian Lane  
Salisbury, MD 21801  
(Limited Partner)

John E. Smith and  
Lois T. Smith, his wife,  
and David M. Smith and  
Deborah D. Smith, his wife  
c/o John E. Smith  
P. O. Box 167  
Salisbury, MD 21801  
(Limited Partner)

LINER 47 PAGE 2

ARTICLE V. The partnership shall commence on the 10th day of February, 1989, (effective as of January 1, 1989), and shall terminate on the 31st day of December, 1993, unless extended by agreement of all partners evidenced by an amendment hereto duly recorded conformably to the recording hereof.

ARTICLE VI. The limited partners, on said commencement date, shall contribute to the partnership the cash amounts set opposite their signatures hereto. The general partners on said commencement date shall contribute to the partnership certain agreed assets, all of which have been valued concurrently herewith by agreement of the partners, in the respective amounts set opposite the signatures of said general partners.

By further agreement(s) in writing supplemental hereto, additional limited partner(s) may be admitted to the partnership on such terms and conditions not contrary hereto as may be agreed between or among all partners at the time; which admission of any and all limited partner(s) subsequent hereto shall be evidenced by an amendment hereto duly recorded conformably to the recording hereof.

ARTICLE VII. Except for increases in their capital accounts pursuant to Article XII, the said limited partners have not agreed to make additional contributions.

ARTICLE VIII. Except as provided by Article XII, there is no agreement to return the contribution of any limited partner prior to said termination date.

ARTICLE IX. After the payment of reasonable compensation to the said general partners (which shall be treated as an expense of operation of the partnership and shall be payable irrespective of whether or not the partnership shall operate at a profit), and the deduction of all other proper expenses of the

partnership, the net income or net losses thereof shall be divided among the partners both general and limited on the basis of their respective capital accounts in said partnership, as shown by the partnership books during the fiscal year of the partnership under consideration and during which such net income or net losses occurred, with appropriate adjustments for the dates of changes in the said capital accounts during said fiscal year; subject, however, to the provisions of a Supplemental Agreement between the partners of even date herewith; and further provided, however, (a) that the disbursement of any and all such net income shall be subject to the provisions of Article XII; and (b) that the share of any limited partner in the losses shall in no event exceed in the aggregate the amount of his or its respective capital account in the partnership as shown on its books.

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 107 N. BAPTIST STREET P. O. BOX 75  
 SALISBURY, MARYLAND 21801

ARTICLE X. No limited partner shall have the right to demand the return of his or its contribution, in whole or in part, prior to said termination date, but any limited partner may sell or assign his or its interest in the partnership; subject, however, to said Supplemental Agreement between the partners. Any such sale or transfer shall be evidenced by an instrument in writing delivered to the partnership. In the event of the death of an individual limited partner, the person or persons entitled by survivorship or by will or intestate succession, as the case may be, shall succeed (subject, however, to said Supplemental Agreement) to all the rights of the deceased limited partner, as a substituted limited partner, and the partnership shall continue. All provisions of this Article shall be subject to the provisions of said Supplemental Agreement between the partners of even date herewith.

ARTICLE XI. The interest of any limited partner may be terminated as follows:

- (a) By the agreement of all partners;
- (b) By the return of his or its contribution pursuant to Article XII, clause (ii) hereof; and
- (c) By dissolution of the partnership for any reason as provided herein.

ARTICLE XII. The entire management of the partnership shall be vested in said general partners, and any and all contracts, conveyances, debts, notes and mortgages shall be signed by both general partners in order to be valid and binding on the partnership. The two said general partners shall have full and complete authority with respect to all partnership affairs and business, and the partnership capital; without limiting the generality of the foregoing, the general partners may in their sole discretion: (i) determine that part, or all, of the partnership profits from time to time shall be distributed in cash, or are required because of the reasonable needs of the business to be left in the business, in which latter event the capital accounts of all partners shall be increased thereby; (ii) return the contribution of any limited partner, in whole or in part, at any time, either in cash or in partnership property, at the value(s) thereof as shown on the partnership books (provided that liabilities of the partnership have been paid or sufficient partnership property remains to pay them); and (iii) sell, assign, transfer, convey, mortgage and encumber, lease (including the power to lease for a term beyond the duration of this certificate), exchange or otherwise dispose of all or any part of the partnership property on such terms and conditions as the general partners shall deem best, without the signature, consent or approval in any form of any limited partner who is not also a general partner. No limited partner who is not also a general partner shall have any right to be active in the conduct of the partnership's business, nor have power to bind the partnership in any contract, agreement, promise, or undertaking.

ARTICLE XIII. No limited partner shall have priority over any other limited partner as to contributions or as to compensation by way of income. No limited partner shall have the right to demand or receive property other than cash in return for its contribution.

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 107 N. BAPTIST STREET P. O. BOX 75  
 SALISBURY, MARYLAND 21801

ARTICLE XIV. No limited partner shall at any time become liable for any obligations or losses of the partnership beyond the amount of his or its respective capital contribution.

ARTICLE XV. The profits and losses of the partnership and its books of account shall be maintained on a calendar year basis until otherwise determined by the general partners. It is agreed among the parties that there shall at all times be kept during the continuance of this partnership good, just and true books of account of all transactions, assets and liabilities of the partnership, which shall be open to inspection by any partner at all reasonable times. Such books shall be balanced and closed at least yearly at the end of each year, and at any other time on request of either general partner or any limited partner having five percent (5%) or more interest in the partnership.

ARTICLE XVI. This agreement shall be binding on the parties hereto and their respective heirs, executors, administrators, successors and assigns. This agreement may be amended at any time by a majority vote as measured by the interest in the sharing of profits and losses. As above recited, undersigned simultaneously have entered into a Supplemental Agreement with respect hereto, which Supplemental Agreement shall be binding and effective upon them and all partners subsequently admitted to the partnership; provided, however, that in the event of any conflict or inconsistency between said Supplemental Agreement and this Certificate, the provisions hereof shall control and prevail, except with respect to Article X hereof as to which said Supplemental Agreement shall control and prevail.

ARTICLE XVII. Each limited partner by signing this document hereby appoints the general partners as his or its agent and attorney-in-fact to execute and deliver on its behalf such routine amendments and supplements hereto as may be required from time to time to evidence changes in partners' names and addresses, addition or deletion of partners, and other routine compliance documents.

WITNESS our hands and seals, at Salisbury, Maryland, this 10th day of February, 1989, as of the 1st day of January, 1989.

LAWSON & LAWS, P.A.

107 N. BAPTIST STREET P. O. BOX 75

SALISBURY, MARYLAND 21801

Name and Address:

River Harbour Development Corporation  
c/o Walter Maizel  
6500 Coastal Highway  
Ocean City, MD 21842

General or Limited Partner; Percentage; Interest and Capital Contribution:

General 49.99999%  
\$100,000.00 and other good and valuable consideration

ATTEST:

Sonia C. Crandell  
Sonia C. Crandell  
Assistant Secretary

RIVER HARBOUR DEVELOPMENT CORPORATION

By Walter Maizel (SEAL)  
Walter Maizel  
President

Glen Leader, Inc.  
c/o Victor H. Laws  
P. O. Box 75  
107 N. Baptist St.  
Salisbury, MD 21801

General 0.00001%  
\$1.00 and other good and valuable consideration

ATTEST:

Sonia C. Crandell  
Sonia C. Crandell  
Secretary

GLEN LEADER, INC.

By Victor H. Laws (SEAL)  
Victor H. Laws  
President

Marvic Associates Limited Partnership  
c/o Margaret L. Engle  
Route 1, Box 101  
Parsonsborg, MD 21849

Limited 5.00000%  
\$25,000.00 and other good and valuable consideration

TEST AS TO BOTH:

Sonia C. Crandell

MARVIC ASSOCIATES LIMITED PARTNERSHIP

By Victor H. Laws (SEAL)  
Victor H. Laws  
General Partner

By Margaret L. Engle (SEAL)  
Margaret L. Engle  
General Partner

R. M. Laws, Inc. Money Purchase Pension Plan & Trust  
c/o Victor H. Laws, Tr.  
P. O. Box 75  
107 N. Baptist St.  
Salisbury, MD 21801

Limited 5.00000%  
\$25,000.00 and other good and valuable consideration

TEST:

Sonia C. Crandell

R. M. LAWS, INC. MONEY PURCHASE PENSION PLAN & TRUST

By Victor H. Laws (SEAL)  
Victor H. Laws, Trustee

LAWS & LAWS, P.A.

107 N. BAPTIST STREET P. O. BOX 75

SALISBURY, MARYLAND 21801

Mark G. Nelson and  
Melba F. Nelson, his wife  
Riverside Drive Extended  
Salisbury, MD 21801

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST:

Sonia C. Crandall

Mark G. Nelson (SEAL)  
Mark G. Nelson

By Pamela N. Phillips (SEAL)  
Pamela N. Phillips  
Attorney-in-Fact

TEST:

Sonia C. Crandall

Melba F. Nelson (SEAL)  
Melba F. Nelson

By Pamela N. Phillips (SEAL)  
Pamela N. Phillips  
Attorney-in-Fact

H. B. Roberts, Jr.  
P. O. Box 5203  
Charlottesville, VA 22905

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST:

Sonia C. Crandall

H. B. Roberts, Jr. (SEAL)  
H. B. Roberts, Jr.

Francis H. Morris  
518 Indian Lane  
Salisbury, MD 21801

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST:

Sonia C. Crandall

Francis H. Morris (SEAL)  
Francis H. Morris

Ann F. Brown  
315 Whitman Avenue  
Salisbury, MD 21801

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST:

Sonia C. Crandall

Ann F. Brown (SEAL)  
Ann F. Brown

LAW & LAWS, P.A.  
107 N. BAPTIST STREET P. O. BOX 75  
SALISBURY, MARYLAND 21801

LIBER

47 PAGE 8

Mark D. Austin  
1535 Woodland Road  
Salisbury, MD 21801

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST:

Sonia C. Craswell

Mark D. Austin (SEAL)  
Mark D. Austin

~~R. Clifford Berg, Jr. and  
Greg L. Warren  
c/o R. Clifford Berg, Jr.  
1233 Faun Road  
Wilmington, DE 19803~~

~~Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration~~

~~TEST:~~

~~\_\_\_\_\_ (SEAL)  
R. Clifford Berg, Jr.~~

~~TEST:~~

~~\_\_\_\_\_ (SEAL)  
Greg L. Warren~~

LAWSON & LAWS, P.A.  
107 N. BAPTIST STREET P. O. BOX 75  
SALISBURY, MARYLAND 21801

Walter Maizel and  
Carol A. Maizel, his wife  
20 Catherell Court  
Salisbury, MD 21801

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST AS TO BOTH:

Sonia C. Craswell

Walter Maizel (SEAL)

Carol A. Maizel (SEAL)  
Carol A. Maizel

John E. Smith and  
Lois T. Smith, his wife,  
and David M. Smith and  
Deborah D. Smith, his wife  
c/o John E. Smith  
P. O. Box 167  
Salisbury, MD 21801

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST AS TO BOTH:

Sonia C. Craswell

John E. Smith (SEAL)  
John E. Smith

Lois T. Smith (SEAL)  
Lois T. Smith



Mark D. Austin  
1535 Woodland Road  
Salisbury, MD 21801

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\_\_\_\_\_  
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c/o R. Clifford Berg, Jr.  
1233 Faun Road  
Wilmington, DE 19803

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST:

\_\_\_\_\_  
*R. Clifford Berg, Jr.*

\_\_\_\_\_  
R. Clifford Berg, Jr.

(SEAL)

TEST:

\_\_\_\_\_  
*R. Clifford Berg, Jr.*

\_\_\_\_\_  
Greg L. Warren

(SEAL)

LAWSON & LAWS, P.A.

107 N. BAPTIST STREET P. O. BOX 75

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Carol A. Maizel, his wife  
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TEST AS TO BOTH:

\_\_\_\_\_  
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(SEAL)

\_\_\_\_\_  
Carol A. Maizel

(SEAL)

John E. Smith and  
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and David M. Smith and  
Deborah D. Smith, his wife  
c/o John E. Smith  
P. O. Box 167  
Salisbury, MD 21801

Limited 5.00000%  
\$25,000.00 and other good  
and valuable consid-  
eration

TEST AS TO BOTH:

\_\_\_\_\_  
John E. Smith

(SEAL)

\_\_\_\_\_  
Lois T. Smith

(SEAL)

TEST AS TO BOTH:

Sonia C. Crandell

David M. Smith (SEAL)  
David M. Smith

Deborah D. Smith (SEAL)  
Deborah D. Smith

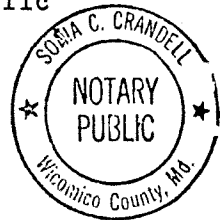
STATE OF MARYLAND, COUNTY OF WICOMICO

I HEREBY CERTIFY that on this 16<sup>th</sup> day of February, 1989, before me, the undersigned officer, personally appeared Walter Maizel, President of River Harbour Development Corporation, and Victor H. Laws, President of Glen Leader, Inc., (said corporations being the general partners of River Harbour Limited Partnership), known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

AS WITNESS my hand and official seal.

Sonia C. Crandell  
Notary Public

My commission expires:  
July 1, 1990.



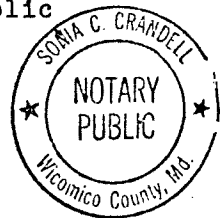
STATE OF MARYLAND, COUNTY OF WICOMICO

I HEREBY CERTIFY that on this 16<sup>th</sup> day of February, 1989, before me, the undersigned officer, personally appeared the following limited partners of River Harbour Limited Partnership: Victor H. Laws and Margaret L. Engle, General Partners of Marvic Associates Limited Partnership; Victor H. Laws, Trustee for R. M. Laws, Inc. Money Purchase Pension Plan & Trust; Pamela N. Phillips, Attorney-in-Fact for Mark G. Nelson and Melba F. Nelson, his wife; Francis H. Morris; Ann F. Brown; Mark D. Austin; ~~R. Clifford Berg, Jr. and Greg L. Warren~~; Walter Maizel and Carol A. Maizel, his wife; John E. Smith and Lois T. Smith, his wife, and David M. Smith and Deborah D. Smith, his wife; all of whom are known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

AS WITNESS my hand and official seal.

Sonia C. Crandell  
Notary Public

My commission expires:  
July 1, 1990.



LAW & LAWS, P.A.  
107 N. BAPTIST STREET P. O. BOX 75  
SALISBURY, MARYLAND 21801

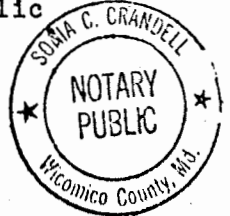
MARYLAND LIBER 47 PAGE 11  
STATE OF VIRGINIA, COUNTY OF WICOMICO

I HEREBY CERTIFY that on this 15<sup>th</sup> day of February, 1989, before me, the undersigned officer, personally appeared H. B. Roberts, Jr., limited partner of River Harbour Limited Partnership, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

AS WITNESS my hand and official seal.

*Sonia C. Crandell*  
Notary Public

My commission expires:  
July 1, 1990.



LAWSON & LAWS, P.A.  
107 N. BAPTIST STREET P. O. BOX 75  
SALISBURY, MARYLAND 21801

LIBER 47 PAGE 12  
STATE OF DELAWARE, COUNTY OF NEW CASTLE

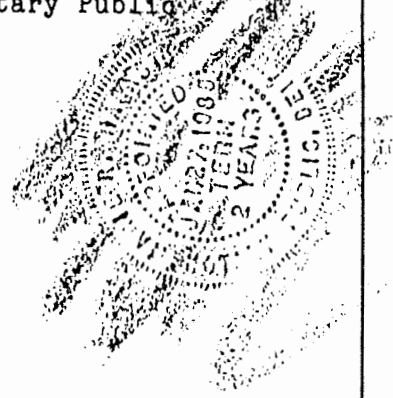
I HEREBY CERTIFY that on this 14<sup>th</sup> day of February, 1989, before me, the undersigned officer, personally appeared R. Clifford Berg, Jr. and Greg L. Warren, limited partners of River Harbour Limited Partnership, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

AS WITNESS my hand and official seal.

*Maria R. Harkins*

Notary Public

My commission expires: Jan. 27, 1990



LAWSON & LAWS, P.A.

107 N. BAPTIST STREET P.O. BOX 75

SALISBURY, MARYLAND 21801



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 05 H BUSINESS CODE \_\_\_\_\_ COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	<u>Name Change</u>
61	_____	Rec. Fee (Arts. of Inc.)	<u>(New Name)</u> _____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>18</u>	<u>1</u> Certified Copy <u>12p</u>	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	<u>50</u>	Cert. Limited Partnership	ATTENTION: <u>Victor Laws</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	MAIL TO ADDRESS: <u>Laws &amp; Laws P.A.</u>
21	_____	Recordation Tax	<u>107 N. Baptist St.</u>
22	_____	State Transfer Tax	<u>P.O. Box 75</u>
23	_____	Local Transfer Tax	<u>Salisbury, Md.</u>
31	_____	Corp. Good Standing	<u>21801</u>
NA	_____	Foreign Corporation Registration	NOTE: <u>Copy made</u>
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Property Reports and <u>Personal</u> late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 68  
\_\_\_\_\_ Check \_\_\_\_\_ Cash  
1 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 47 PAGE 14

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RIVER HARBOUR LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 21, 1989 AT 8:32 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

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

\$ 50.00

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

M2730375

TO THE CLERK OF THE 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.

RETURN TO:  
VICTOR LAWS  
LAWS & LAWS, P.O.A  
107 N. BAPTIST STREET  
P. O. BOX 75  
SALISBURY MD 21801

Received for Record *Jan 28 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 162C3022591  
Folio *1-14*



*Mark S. Bowen* A 288196

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

3108 1531

*Ex + D Victor Laws, L & L, P.A. 8/7/89*

LIBER 47 PAGE 15

## CHESAPEAKE CABLE COMMUNICATIONS, 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

899185  
 FIRST: I, Don E. Richardson, Esq. <sup>2-21-89</sup> whose post office address <sup>8:30A</sup> is 130 E. Main Street, Salisbury, Md. 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is CHESAPEAKE CABLE COMMUNICATIONS, INC.

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

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

(1) to acquire, build and contract for cable television systems and franchises, and

(2) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or interests of this corporation, and to do all things specified in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

(3) To engage in any other lawful purpose and/or business; and

(4) 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 P.O. Box 258, 130 E. Main Street, Salisbury, Maryland 21801. The name and post office address and street address of the Resident Agent is Don E. Richardson, P.O. Box 258, 130 E. Main Street, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

90520431

3108 1106

1989 FEB 21 A &amp; 35

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1000 shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Wayne K. Evans.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of February, 1989.

WITNESS:

Jennie Cusby

Don E. Richardson  
DON E. RICHARDSON

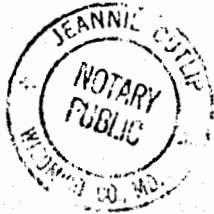


LIBER 47 PAGE 17

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 2nd day of February, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared DON E. RICHARDSON and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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



Jeannie Curtis  
NOTARY PUBLIC

My Commission Expires: 7-1-90



STATE OF MARYLAND

LIBER

47 PAGE 18

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

125

BUSINESS CODE

03

COUNTY

72

P.A. Religious  Close  Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20 20 Organ. & Capitalization
61 20 Rec. Fee (Arts. of Inc.)
62 Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Req.
51 Foreign Name Registration
13 9 1 Certified Copy 30
56 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

76 Certificate of Merger/Transfer

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership

Code

ATTENTION:

21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration

MAIL TO ADDRESS:

Don Richardson
130 E. Main St.
Salisbury Md
21801

87 Limited Part. Good Standing
71 Financial
600 Personal Property Reports and late filing penalties
70 Change of P.O., R.A. or R.A.A.
91 Amend/Cancellation, For. Limited Part.

NOTE: Copy made

TOTAL FEES

49

Check Cash

Documents on checks

APPROVED BY: [Signature]

LIBER 47 PAGE 19

ARTICLES OF INCORPORATION  
OF  
CHESAPEAKE CABLE COMMUNICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 21, 1989 AT 8:30 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

D2738144

TO THE CLERK OF THE 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.

RETURN TO:  
DON E. RICHARDSON  
P. O. BOX 258  
130 E. MAIN STREET  
SALISBURY

MD 21801

Received for Record *June 28, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. *47* Folios *15-19*

*Mark S. Bowen* Clerk

161C3022520

A 288122



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3108 1105

*Ex & D Don E. Richardson, Atty. 8/7/89*

WHI-S  
19,750-I

LIGER 47 PAGE 20

899186

J & A HOMES, 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, Wade H. Insley, III, 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 hereafter called the "Corporation"), is J & A HOMES, INC.

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

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

(1) To engage in the business of and to act as general contractors, builders, paver, concrete breakers and contractors, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, acoustical contractors, glaziers, roofers, floorers, tile contractors, bricklayers, masons, stone, sand, and gravel dealers, stonecutters, sand blasters, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, waterways, roads, streets, parks, gardens, piers, docks, wharves, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description; to manage and to provide management for and supervise all or part of any and every kind of construction or business enterprise and, to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of construction and business; and to engage in all other lawful purposes and/or business; and

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

MC  
MS

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

STATE DEPARTMENT OF ASSOCIATIONS  
AND CORPORATIONS

APPROVED FOR RECORD

2/21/89 at 10:09 .m.

9083313

3108 1015

1989 FEB 21 AM 05

LSDR 47 PAGE 21

FIFTH: The Post Office address of the principal office of the Corporation in this State is Route 8, Box 54, LaVale Terrace, Salisbury, Maryland, 21801. The name and post office address of the Resident Agent of the Corporation in this State is Robert D. Jones, Route 8, Box 54, LaVale Terrace, Salisbury, Maryland, 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Directors shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors, who shall act until the next annual meeting or until his successors are duly chosen and qualified, are:

Robert D. Jones  
Owen J. Ashley, Jr.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15<sup>th</sup> day of February, 1989, and I acknowledge the same to be my act.

WITNESS:

Carla C Rantz Wade H. Insley, III (SEAL)  
Wade H. Insley, III

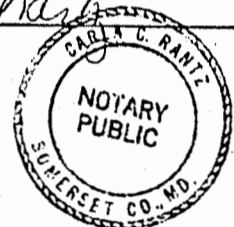
STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, that on this 15<sup>th</sup> day of February, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wade H. Insley, III, and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Carla C Rantz  
Notary Public

My Commission Expires: 7/1/90





STATE OF MARYLAND LIBER 47 PAGE 22  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 B BUSINESS CODE 03 COUNTY 72

P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: <u>Wade H. Ansley, III, Esq.</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: <u>Cullen, Clark, Ansley + Hanson</u>
22	_____	State Transfer Tax	<u>132 East main Street</u>
23	_____	Local Transfer Tax	<u>P.O. Box 109</u>
31	_____	Corp. Good Standing	<u>Salisbury, MD</u>
NA	_____	Foreign Corporation Registration	<u>21801</u>
87	_____	Limited Part. Good Standing	
71	_____	Financial	
600	_____	Personal Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 40.00  
 Check  Cash  
Documents on \_\_\_\_\_ checks

APPROVED BY: WA

LIBER 47 PAGE 23

ARTICLES OF INCORPORATION  
OF  
J & A HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 21, 1989 AT 10:09 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

20.00

RECORDING  
FEE PAID:

20.00

SPECIAL  
FEE PAID:

02737997

TO THE CLERK OF THE 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.

RETURN TO:  
WADE H. INSLEY, III, ESQ.  
CULLEN, CLARK, INSLEY & HANSON  
132 EAST MAIN STREET  
P.O. BOX 109  
SALISBURY MD 21801

161C3022505

A 288107

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3108 1014

Received for Record *June 8, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 20-23

*Mark S. Bower* Clerk



ATS-080

*Ex. & D Wade H. Insley, III, Esq., CCD & H 8/7/89*

899187

ARTICLES OF INCORPORATION

OF

GIL WEATHERLY'S QUALITY MOTORS, INC.

A Maryland Close Corporation

THIS IS TO CERTIFY:

That I, the subscriber, Gilbert A. Weatherly, whose post office address is 1209 Frederick Avenue, 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 indicated my intention of forming a corporation.

ARTICLE I

Name

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

GIL WEATHERLY'S QUALITY MOTORS, 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 selling used and previously owned motor vehicles of all types to the general public and as a wholesaler of use and previously owned motor vehicles; and

1989 FEB 17 A 11:59

STATE DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS 3108 0126

APPROVED FOR RECORD

2-17-89 at 11:59 a.m.

LAW OFFICES  
WEBSTER & MOORE, P.A.  
P. O. BOX 307  
SALISBURY, MD 21801-0307  
(301) 749-0333



LIBER 47 PAGE 25

(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 600 Snow Hill Road, P.O. Box 500, Salisbury, Wicomico County, Maryland 21801.

The resident agent of the Corporation is Walter D. Webster, whose post office address is 300 West Main Street, P.O. Box 307, Salisbury, Maryland 21801. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

#### ARTICLE IV

##### Status of Corporation and Election

3108 0127

LIBER 47 PAGE 26

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

ARTICLE V

Directors

The Corporation elects not to have a Board of Directors, said election to become effective at the time of the organizational meeting of the Directors and the issuance of a least one (1) share of stock of the Corporation are complete. Until the election not to have a Board of Directors becomes effective, Gilbert A. Weatherly, 1209 Frederick Avenue, Salisbury, Maryland 21801, Arthur D. Webster, 300 West Main Street, Salisbury, Maryland 21801 and Walter D. Webster, 300 West Main Street, Salisbury, 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 Fifty Thousand (50,000) 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

3108 0138

stock for such consideration as said Stockholders may deem advisable, as permitted by law, after first obtaining the unanimous approval of all Stockholders of the Corporation.

ARTICLE VIII

Amendment

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15<sup>th</sup> day of February, 1989.

TEST:

*[Handwritten signature]*

*Gilbert A. Weatherly* (SEAL)  
Gilbert A. Weatherly

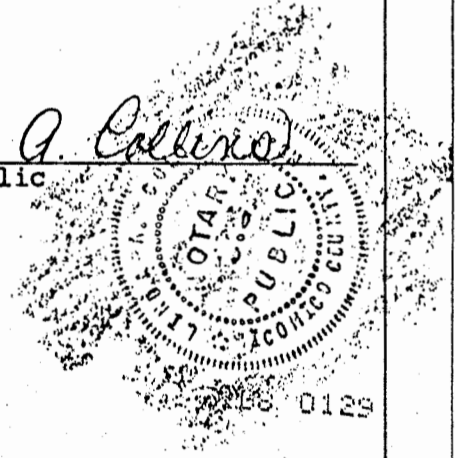
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY that on this 15<sup>th</sup> day of February, 1989, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Gilbert A. Weatherly 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, 1990



LAW OFFICES  
WEBSTER & MOORE, P.A.  
P. O. BOX 307  
SALISBURY, MD 21801-0307  
(301) 749-0333



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

LIBER 47 PAGE 28

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 22

P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, and Name Change (New Name). Rows include fees for Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Req., Foreign Name Registration, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standing, Foreign Corporation Registration, Limited Part. Good Standing, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, For. Limited Part., Other.

Code ATTENTION: Walter D. Webster

MAIL TO ADDRESS: Webster + Moore P.O. Box 307 Old Synagogue Bldg 300 W. Main St Salisbury, Md NOTE: 21801-0307

TOTAL FEES 40.12 Check Cash

Documents on checks

APPROVED BY: [Signature]

LIBER 47 PAGE 29

ARTICLES OF INCORPORATION  
OF  
GIL WEATHERLY'S QUALITY MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 17, 1989 AT 11:59 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2737187

TO THE CLERK OF THE 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.

RETURN TO:  
WALTER D. WEBSTER  
WEBSTER & MOORE  
P. O. BOX 307, OLD SYNAGOGUE BLDG  
300 W. MAIN ST.  
SALISBURY MD 21801 0307

Received for Record *Jan 28, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber *M.S.B.*  
No. *47* Folios *27-29*

*Mark S. Bowen* Clerk

160C3022329

A 287969



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3108 0125

*Ex + D Walter D. Webster, W & M, Atty. 8/7/89*

0105B:1  
JWB/dau

STATE OF MARYLAND DEPARTMENT OF REGISTRARS AND CLERKS

LIBER 47 PAGE 30

ARTICLES OF INCORPORATION  
OF  
CHESAPEAKE TELEPHONE COMPANY

2/15/89 9:59 .m.

899188

FIRST: I, John W. Browning, whose post office address is Suite 600, 102 W. Pennsylvania Avenue, Towson, Maryland 21204, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of General Laws of the State of Maryland.

SECOND: That the name of the Corporation (which is hereinafter referred to as the "Corporation") is:

CHESAPEAKE TELEPHONE COMPANY

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

- (1) To operate, sell, market, install, service, repair, rent, purchase and otherwise deal in telephone systems.
- (2) To engage in any lawful purpose and/or business.
- (3) To do anything permitted by Section 2-103 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this state is 132 East Main Street, Suite 401, Salisbury, Maryland 21801. The name and post office address of the resident agent of the Corporation in this state is Matthew H. Fisher, 132 East Main Street, Suite 401, Salisbury, Maryland 21801. Said resident agent is an individual actually residing in this state.

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

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

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

1989 FEB 17 A 10 40

899188

3107 0675

LIBER 47 PAGE 31

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

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Matthew H. Fisher.

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

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

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

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all the assets of the Corporation.

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

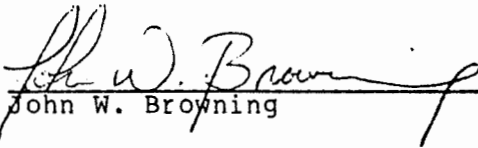
EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities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

NINTH: The following provisions are hereby adopted for the purpose of defining the powers of the Corporation with respect to indemnification of directors, officers, employees and agents.

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

(2) The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 15th day of February, 1988, and I acknowledge the same to be my act.

  
John W. Browning





STATE OF MARYLAND LIBER 47 PAGE 33  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Rayton, Gravelly et al</u>
23	_____	Local Transfer Tax	<u>102 W. Seneca Ave #600</u>
31	_____	Corp. Good Standing	<u>Towson, Md 21204</u>
NA	_____	Foreign Corporation Registration	NOTE: _____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal Property Reports and _____ late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 49 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks

APPROVED BY: A

14 days

CERTIFIED COPY MADE 3107 0678

LIBER 47 PAGE 31

ARTICLES OF INCORPORATION  
OF  
CHESAPEAKE TELEPHONE COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 15, 1989 AT 9:59 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2736288

TO THE CLERK OF THE 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.

RETURN TO:  
ROYSTON, MUELLER, ET AL  
102 W. PENNSYLVANIA AVE.  
SUITE 600  
TOWSON MD 21204



Received for Record June 28, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
47 Folios 30-34

159C3022240

*Mark L. Bowen* Clk A 287846

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3107 0674

*Ex & m Royston Mueller, Et Al, 102 W. Pennsylvania Ave, Suite 600, Towson, Md. 21204 8/17/89*

FREDERICK HOME INSPECTIONS, INC.  
(A Close Corporation) DEPARTMENT OF ASSESSMENTS  
ARTICLES OF INCORPORATION

899189

2-16-89 at 10:22a

FIRST: The undersigned John Stabler whose post office address is 4812 Mt. Zion Rd., Frederick, MD 21701 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 FREDERICK HOME INSPECTIONS, INC.

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

To engage in any lawful purpose and/or business; and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Code of Maryland, as amended from time to time.

FOURTH: The address of the principal office of the Corporation in this State is 4812 Mt. Zion Rd., Frederick, MD 21701.

FIFTH: The Resident Agent of the Corporation shall be John Stabler; and his/her address is 4812 Mt. Zion Rd., Frederick, MD 21701. 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 five thousand (5,000) shares of one class of common stock, without par value.

SEVENTH: The Corporation elects to have a board of two (2) directors. This election shall become effective at the time that the organizational meeting and the issuance of at least one (1) share of stock of the Corporation are completed. Until the time that the election becomes effective, the Corporation shall have a board of directors consisting of one (1) director. The name of the director who shall act until the election to elect directors shall become effective is John Stabler, 4812 Mt. Zion Rd., Frederick, MD 21701.

9048314

EIGHTH: The Corporation may exist perpetually.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12 day of February, 1989 and I acknowledge the same to be my act and deed.

John Stabler  
John Stabler

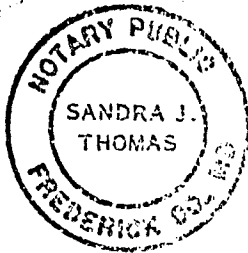
WITNESS:

Sandra J. Thomas

STATE OF MARYLAND, COUNTY OF FREDERICK, to wit:

I HEREBY CERTIFY, that on this 12 day of February, 1989 before me, the subscriber, a Notary Public of FREDERICK COUNTY, Maryland, personally appeared John Stabler, who signed and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.



Sandra J. Thomas  
My commission expires July 1, 1990

My Commission Expires on: \_\_\_\_\_

Sandra J. Thomas  
Notary Public

3107 0511



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 22

P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>23</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>John Stabler</u>
23	_____	Local Transfer Tax	<u>14812 Mt. Zion Rd</u>
31	_____	Corp. Good Standing	<u>Frederick Md 21701</u>
NA	_____	Foreign Corporation Registration	NOTE: _____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES 49 Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on 1 checks

APPROVED BY: ren

LIBER 47 PAGE 38

ARTICLES OF INCORPORATION  
OF  
FREDERICK HOME INSPECTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 16, 1989 AT 10:22 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2735975

TO THE CLERK OF THE 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.

RETURN TO:  
JOHN STABLER  
4812 MT. ZION RD.  
FREDERICK

MD 21701

Received for Record *Jun 28 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.B.B.  
No. *47* Folios *35-38*



159C3022209

A 287819

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

3107 0509

*E & M John Stabler, 4812 Mt. Zion Rd, Frederick  
Md. 21701 8/7/89*

CAVANAUGH FORD LEASING, DIVISION OF ASSESSMENTS AND TAXATION  
ARTICLES OF DISSOLUTION

899190

APPROVED FOR RECORD  
2/10/89 at 9:17

Cavanaugh Ford Leasing, Inc., a Maryland corporation, having its principle office in Salisbury, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of the State 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 principle office of the Corporation in the State of Maryland is 1902 North Salisbury Blvd., Salisbury, Maryland 21801.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs of the Corporation are wound up is PAT H. CAVANAUGH, Cavanaugh Motors Inc., 1902 North Salisbury Blvd., Salisbury, Maryland 21801.

FOURTH: The name and address of each director of the corporation are as follows:  
Pat H. Cavanaugh, Upper Millstone Lane, Salisbury, Maryland 21801  
Juliette W. Cavanaugh, Upper Millstone Lane, Salisbury, Maryland 21801  
Gertrude R. Smith, RFD #1, Box 226, Laurel, Delaware 19956

90418503

FIFTH: The name, title and address of each officer of the corporation are as follows:  
Pat H. Cavanaugh, President, Upper Millstone Lane, Salisbury, Maryland 21801  
Juliette W. Cavanaugh, Vice President, Upper Millstone Lane, Salisbury, Md. 21801  
Gertrude R. Smith, Secretary, RFD #1, Box 226, Laurel, Delaware 19956  
Hobart B. Hughes, Treasurer, 124 E. Main Street, Salisbury, Md 21801

DEC 20 1988 P 8 2



3106 2173

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 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 the State of Maryland billed by and payable to the issuer of each of said certificates by the corporation including taxes for the current year have been paid or provided for in a manner satisfactory to the issuer of each of said certificates.

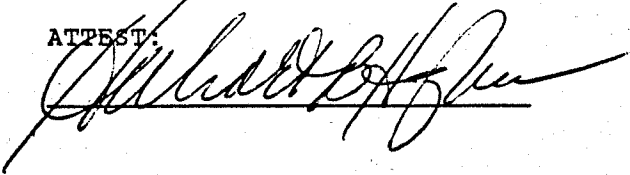
IN WITNESS WHEREOF, CAVANAUGH FORD LEASING, INC., has caused these Articles to be signed in its name and on its behalf by its President and its corporate seal to be here and to affixed and attested by its Secretary on this 30th day of November, 1988 and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Cavanaugh Ford Leasing, Inc., and under penalties of

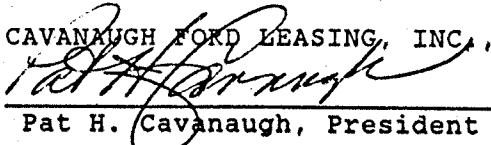


LIBER 47 PAGE 41

perjury that the matters and facts set forth therein with respect to the authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

A handwritten signature in cursive script, appearing to be "Pat H. Cavanaugh", written over a horizontal line.

CAVANAUGH FORD LEASING, INC.,  
BY:   
Pat H. Cavanaugh, President



STATE OF MARYLAND  
COMPTROLLER OF THE TREASURY  
LOUIS L. GOLDSTEIN TREASURY BUILDING  
P.O. BOX 466 PHONE 974-3814  
ANNAPOLIS, MARYLAND 21404-0472

LOUIS L. GOLDSTEIN  
COMPTROLLER

J. BASIL WISNER  
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION  
ARNOLD G. HOLZ CPA  
DIRECTOR

Dear Sir/Madam:

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

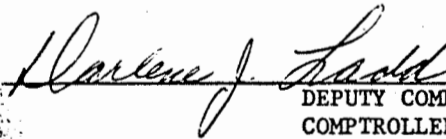
THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

CAVANAUGH FORD LEASING, INC.

have been paid.

WITNESS my hand and official seal this

2ND day of FEBRUARY A.D. 1989.



*Darlene J. Ladd*

DEPUTY COMPTROLLER  
COMPTROLLER OF THE TREASURY

3106 2176  
PS-409

LICER 47 PAGE 43

**Wicomico County, Maryland****Department of Finance**P. O. BOX 4036  
SALISBURY, MARYLAND 21801-4036

## COUNCIL

HENRY S. PARKER, PRESIDENT  
PHILIP L. TILGHMAN, VICE PRES.  
BETTY K. GARDNER  
JULIA FOXWELL  
JOHN M. MORRISC. JOSEPH SCHILLER  
DIRECTOR OF FINANCE

December 16, 1988

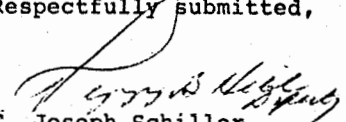
Cavanaugh Ford Leasing, Inc.  
1902 N. Salis. Blvd.  
Salisbury, MD 21801

D-0591495

To Whom It May Concern:

The undersigned, Collector of Taxes for Wicomico County, State of Maryland, does hereby certify that per the State Department of Assessments & Taxation, Cavanaugh Ford Leasing, Inc., 1902 N. Salis. Blvd., Salisbury, MD 21801, is considered a non-assessable corporation. No taxes have been levied due to this status.

Respectfully submitted,

  
C. Joseph Schiller  
Director of Finance  
Wicomico County, MD

3106 2177



STATE OF MARYLAND

LISER 47 PAGE 44

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE 03 COUNTY 72

D0591495 P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED. Rows include Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), Rec. Fee (Merger or Consolidation), Rec. Fee (Transfer), Rec. Fee (Dissolution), Rec. Fee (Revival), Foreign Qualification, Cert. of Qual. or Req., Foreign Name Registration, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, Special Fee, For. Limited Partnership, Cert. Limited Partnership, Amendment to Limited Partnership, Termination of Limited Partnership, Recordation Tax, State Transfer Tax, Local Transfer Tax, Corp. Good Standing, Foreign Corporation Registration, Limited Part. Good Standing, Financial, Property Reports and penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, For. Limited Part., Other, Other.

Name Change (New Name)

- Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS:

Long, Hughes, Baker, et al
124 E. Main St
P.O. Box 259
Salisbury, Md 21801-0259

NOTE:

affidavit filed

TOTAL FEES

50

Check Cash

Documents on checks

APPROVED BY: JMT

LIBER 47 PAGE 45

THE ARTICLES OF DISSOLUTION  
OF  
CAVANAUGH FORD LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 10, 1989 AT 9:17 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00	\$ 30.00

\_\_\_\_\_ D0591495

TO THE CLERK OF THE 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.

RETURN TO:  
LONG, HUGHES, BAHEN, ETAL  
124 E. MAIN STREET  
P. O. BOX 259  
SALISBURY MD 21801 0259

Received for Record Jan 28 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 158C3022120  
47 Folios 39-45



*Mark S. Bowen* Not 287737

RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3106 2172

AT5-080 Ex & D LNB, Etal, Atty. 8/7/89

DEB 6  
19,749-I

899191

## WORTH SYSTEMS INTERNATIONAL, INC.

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

## APPROVED FOR RECORD ARTICLES OF INCORPORATION

*10 WDA*  
2-15-89 FIRST: I, Wade H. Insley, III, 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 called the "Corporation") is WORTH SYSTEMS INTERNATIONAL, INC.

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

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

(1) To engage in research and development, purchase, sale, import, export, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise, and property of every kind and description, ideas, systems, programs, procedures and services of any nature, including, without limiting the generality of the foregoing, all types of products which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electromechanical, and electronic products and systems such as for analysis of visible, radar, sonar, or other inputs, voice recognition and identification of voice elements, and magnetic storage and drums. To establish, maintain, and conduct training schools, courses, and programs in connection with the purchase, sale, import, export, license, distribution, design, manufacture, or rental of machines, apparatus, appliances, and merchandise, and of articles required in the use thereof or used in connection therewith; and

(2) To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; and to engage in all other lawful purposes and/or businesses; and

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

90468312

3106 1642

FIFTH: The Post Office address of the principal office of the Corporation in this State is 1321 Mount Hermon Road, Suite 1A, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Robert L. Worth, Jr., 1321 Mount Hermon Road, Suite 1A, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Directors shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors, who shall act until the next annual meeting or until their successors are duly chosen and qualified are:

Robert L. Worth, Jr.  
 Maria Teresa Worth

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15<sup>th</sup> day of February, 1989, and acknowledge the same to be my act.

WITNESS:

Carla C Rantz                      Wade H. Insley, III (SEAL)  
 Wade H. Insley, III

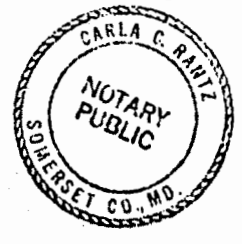
STATE OF MARYLAND, SOMERSET COUNTY, to wit:

I HEREBY CERTIFY that on this 15<sup>th</sup> day of February, 1989, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Wade H. Insley, III and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

Carla C Rantz  
 Notary Public

My commission expires: 7/1/90



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

3106 1643



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 028 BUSINESS CODE Q3 COUNTY 72

P.A.  Religious  Close  Stock  Nonstock

Merger (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Wade Insley</u>
87	_____	Limited Part. Good Standing	<u>PO Box 109</u>
71	_____	Financial	<u>Salisbury Md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21801</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 40  Check  Cash

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]



LIBER 47 PAGE 49

ARTICLES OF INCORPORATION  
OF  
WORTH SYSTEMS INTERNATIONAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 15, 1989 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

\$ 20.00

\$ 20.00

\$

D2735405

TO THE CLERK OF THE 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.

RETURN TO:  
WADE INSLEY  
P. O. BOX 109  
SALISBURY

MD 21801

Received for Record *Jan 28 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. *47* Folios *46-49*

*Mark S. Bowen* Clerk

158C3022010

A 287659



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3106 1641

*Ex & P Wade Insley, Atty. 8/7/89*

ARTICLES OF INCORPORATION

899192

OF

AMERICAN COMMUNICATIONS EQUIPMENT COMPANY, INC. ASSESSMENTS  
STATE DEPARTMENT OF REVENUE AND TAXATION  
A CLOSE CORPORATION

APPROVED FOR RECORD

2/17/89 at 8:36 A.M.

PK  
m

THIS IS TO CERTIFY:

FIRST:

That the undersigned, John A. Terzi, whose address is 612 Light Street, Salisbury, Maryland 21801, being at least 21 years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations.

SECOND:

The name and address of the corporation, which is hereinafter called "Corporation" is:

American Communications Equipment Company, Inc.

612 Light Street

Salisbury, Maryland 21801

THIRD:

The corporation is a close corporation and is subject to the provisions of "Corporations and Associations" Article, Subtitle 4-101 et seq. of the Maryland Code and any subsequent amendments thereof.

FOURTH:

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on

1989 FEB 17 A 8 36

90488051

3106 1575

LIBER 47 PAGE 51

are:

(a) To engage in the business of sales, installation and service of communication and telephone equipment.

(b) To establish and make contracts for and to execute contracts so taken, for telephone systems and the repair of telephone equipment.

(c) To develop, manufacture, assemble, fabricate, import, lease, purchase, or otherwise acquire, invest in, hold, use, license the use of, install, handle, maintain, service or repair, sell, pledge, mortgage, exchange, export, distribute, lease, assign, and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission, or otherwise, electronic systems, equipment and components, and electrical, mechanical, and electromechanical apparatus and equipment of every kind and description, electronic, telecommunication, communication, transmitting, receiving, recording, reproducing, and similar equipment of every description, microwave devices and equipment, radio, sonar, radar, television, and equipment, and similar goods, wares, merchandise, commodities, articles of commerce, and property of every kind and description, and any and all products, machinery, equipment, and supplies used or useful in connection therewith.

(d) To acquire by competitive bidding or

3106 1578

otherwise make and perform contracts pertaining to any of the foregoing business.

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

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

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

FIFTH:

The total number of shares of stock which the corporation has the authority to issue is One Hundred (100) shares without par value, all of one class.

No stock shall be transferred on the books of said corporation until such stock has first been offered to the existing stockholders and to the corporation, at a price designated by the seller or transferor. A transfer of the stock as defined by Subtitle 4-503(a) of the "Corporations and Association" Article of the Maryland Code, shall be invalid unless (1) Every stockholder of the corporation

LIBER 47 PAGE 53

consents to the transfer in writing within 90 days before the date of transfer; or (2) The transfer is made under a provision of a unanimous stockholders' agreement permitting the transfer to the corporation or to in trust for the principal benefit of: (a) One or more of the stockholders or security holders of the corporation or their spouses, parents, children or grandchildren; or (b) One or more persons named in the agreement. All certificates of stock of said corporation shall contain the following, printed on the face of said certificate: "A Close Corporation subject to transfer restrictions. A copy of the restrictions will be provided without charge on written request".

SIXTH:

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

SEVENTH:

The resident agent of the Corporation is John A. Terzi, whose residence address is 612 Light Street, Salisbury, Maryland 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

EIGHTH:

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or

3106 1577

LIBER 47 PAGE 54

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

NINTH:

The statement of duration: the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on February 14, 1989.

WITNESS:

Andrea McCready

John A. Terzi

(SEAL)

3106 1579

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 14<sup>th</sup> day of February, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John A. Terzi, and he acknowledged the above Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

*Andrea McCready*  
Notary Public

My commission expires: 7/1/90





STATE OF MARYLAND LIBER 47 PAGE 56  
State Department of Assessments and Taxation  
Geno L. Burner, Director

DOCUMENT CODE 02-1 BUSINESS CODE 03 COUNTY 72

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious  Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

- 20 20 Organ. & Capitalization
- 61 20 Rec. Fee (Arts. of Inc.)
- 62 \_\_\_\_\_ Rec. Fee (Amendment)
- 63 \_\_\_\_\_ Rec. Fee (Merger or Consolidation)
- 64 \_\_\_\_\_ Rec. Fee (Transfer)
- 65 \_\_\_\_\_ Rec. Fee (Dissolution)
- 66 \_\_\_\_\_ Rec. Fee (Revival)
- 52 \_\_\_\_\_ Foreign Qualification
- 50 \_\_\_\_\_ Cert. of Qual. or Reg.
- 51 \_\_\_\_\_ Foreign Name Registration
- 13 \_\_\_\_\_ Certified Copy
- 56 \_\_\_\_\_ Penalty
- 54 \_\_\_\_\_ For. Supplemental Cert.
- 53 \_\_\_\_\_ Foreign Resolution
- 73 \_\_\_\_\_ Certificate of Conveyance
- 76 \_\_\_\_\_ Certificate of Merger/Transfer
- 75 \_\_\_\_\_ Special Fee
- 80 \_\_\_\_\_ For. Limited Partnership
- 83 \_\_\_\_\_ Cert. Limited Partnership
- 84 \_\_\_\_\_ Amendment to Limited Partnership
- 85 \_\_\_\_\_ Termination of Limited Partnership
- 21 \_\_\_\_\_ Recordation Tax
- 22 \_\_\_\_\_ State Transfer Tax
- 23 \_\_\_\_\_ Local Transfer Tax
- 31 \_\_\_\_\_ Corp. Good Standing
- NA \_\_\_\_\_ Foreign Corporation Registration
- 87 \_\_\_\_\_ Limited Part. Good Standing
- 71 \_\_\_\_\_ Financial
- 600 \_\_\_\_\_ Personal Property Reports and late filing penalties
- 70 \_\_\_\_\_ Change of P.O., R.A. or R.A.A.
- 91 \_\_\_\_\_ Amend/Cancellation, For. Limited Part.
- \_\_\_\_\_ Other \_\_\_\_\_
- \_\_\_\_\_ Other \_\_\_\_\_

Name Change (New Name) \_\_\_\_\_

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: \_\_\_\_\_

MAIL TO ADDRESS:

George H Whiteley  
1224 E. Main St  
Salisbury, Md 21801

NOTE:

TOTAL FEES

40.00 Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]



LIBER 47 PAGE 57

ARTICLES OF INCORPORATION  
OF  
AMERICAN COMMUNICATIONS EQUIPMENT COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 17, 1989 AT 8:36 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2735306

TO THE CLERK OF THE 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.

RETURN TO:  
GEORGE H. WHITE, ESQ.  
132 E. MAIN ST.  
SALISBURY

MD 21801

Received for Record *June 28, 1989* and recorded in the  
Records of *Wicomico County, Maryland* in Liber M.C.B.  
No. *47* Folios *50-57*

*Mark S. Bower* Clerk

158C3022000

A 287650



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3106 1574

*Ex of D George H. White, Esq. 8/7/89*

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION  
APPROVED FOR RECORD  
2-13-89 at 9:43 a.m.

MARVIC HOLDINGS LIMITED PARTNERSHIP

Amendment No. 1 To  
Certificate of Formation of Limited Partnership  
Under the Maryland Uniform Limited Partnership Act

THE UNDERSIGNED do hereby revise and supplement their certificate of limited partnership for MARVIC HOLDINGS LIMITED PARTNERSHIP as follows:

ARTICLE A. Richard M. Laws, Jr. having purchased the entire limited partner's interest of Marvic Associates Limited Partnership effective December 30, 1988, Article IV of said certificate hereby is amended to read as follows:

"ARTICLE IV. The names and residences of each partner, and the designation of each as general or limited, are:

Glen Leader, Inc.  
c/o Victor H. Laws  
107 N. Baptist Street  
Salisbury, Maryland 21801  
(General Partner)

Richard M. Laws, Jr.  
Trimper Avenue  
Ocean City, Maryland 21842  
(Limited Partner)"

ARTICLE B. The effective date of this Amendment No. 1 is January 1, 1989.

WITNESS our hands and seals, at Salisbury, Maryland, this 17<sup>th</sup> day of January, 1989, as of January 1, 1989.

LAWS & LAWS, P.A.  
107 N. BAPTIST STREET P. O. BOX 75  
SALISBURY, MARYLAND 21801

Name and Address:	General or Limited Partner; Percentage; Interest and Capital Contribution:
Glen Leader, Inc. c/o Victor H. Laws 107 N. Baptist St. Salisbury, MD 21801	General 0.00001% \$1.00 and other good and valuable consideration

ATTEST: GLEN LEADER, INC.

*Sonia C. Crandell* By *Victor H. Laws* (SEAL)  
Sonia C. Crandell Victor H. Laws  
Secretary President

Marvic Associates Limited Partnership None (Withdrawing Partner)  
c/o Margaret L. Engle  
Route 1, Box 101  
Parsonsburg, MD 21849

ATTEST AS TO BOTH: MARVIC ASSOCIATES LIMITED PARTNERSHIP

*Sonia C. Crandell* By *Victor H. Laws* (SEAL)  
Sonia C. Crandell Victor H. Laws  
General Partner

*Margaret L. Engle* (SEAL) 1555  
Margaret L. Engle  
General Partner

1989 FEB 13 9 43 AM

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LIGER 47 PAGE 59

Richard M. Laws, Jr.  
Trimper Avenue  
Ocean City, MD 21842

Limited 99.99999%  
\$1.00 and other good  
and valuable consideration

TEST:

*Sonia C. Crandell*

*Richard M. Laws, Jr.* (SEAL)  
Richard M. Laws, Jr.

100.00000%

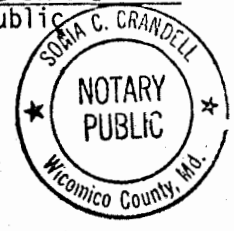
STATE OF MARYLAND, COUNTY OF WICOMICO

I HEREBY CERTIFY that on this 17<sup>th</sup> day of January, 1989, before me, the undersigned officer, personally appeared the following: Victor H. Laws, President of Glen Leader, Inc.; Victor H. Laws and Margaret L. Engle, General Partners of Marvic Associates Limited Partnership; and Richard M. Laws, Jr.; all of whom are known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for purposes therein contained.

AS WITNESS my hand and official seal.

*Sonia C. Crandell*  
Notary Public

My commission expires:  
July 1, 1990.



LAWS & LAWS, P.A.  
107 N. BAPTIST STREET P. O. BOX 75  
SALISBURY, MARYLAND 21801



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

20

BUSINESS CODE

COUNTY

72

M2550945

   P.A.

   Religious

   Close

   Stock

   Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 \_\_\_\_\_ Organ. & Capitalization  
 61 \_\_\_\_\_ Rec. Fee (Arts. of Inc.)  
 62 \_\_\_\_\_ Rec. Fee (Amendment)  
 63 \_\_\_\_\_ Rec. Fee (Merger or Consolidation)  
 64 \_\_\_\_\_ Rec. Fee (Transfer)  
 65 \_\_\_\_\_ Rec. Fee (Dissolution)  
 66 \_\_\_\_\_ Rec. Fee (Revival)  
 52 \_\_\_\_\_ Foreign Qualification  
 50 \_\_\_\_\_ Cert. of Qual. or Req.  
 51 \_\_\_\_\_ Foreign Name Registration  
 13 8 1 Certified Copy 2  
 56 \_\_\_\_\_ Penalty  
 54 \_\_\_\_\_ For. Supplemental Cert.  
 53 \_\_\_\_\_ Foreign Resolution  
 73 \_\_\_\_\_ Certificate of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

76 \_\_\_\_\_ Certificate of Merger/Transfer

75 \_\_\_\_\_ Special Fee  
 80 \_\_\_\_\_ For. Limited Partnership  
 83 \_\_\_\_\_ Cert. Limited Partnership  
 84 50 \_\_\_\_\_ Amendment to Limited Partnership  
 85 \_\_\_\_\_ Termination of Limited Partnership

Code

ATTENTION:

21 \_\_\_\_\_ Recordation Tax  
 22 \_\_\_\_\_ State Transfer Tax  
 23 \_\_\_\_\_ Local Transfer Tax  
 31 \_\_\_\_\_ Corp. Good Standing  
 NA \_\_\_\_\_ Foreign Corporation Registration

MAIL TO ADDRESS:

87 \_\_\_\_\_ Limited Part. Good Standing  
 71 \_\_\_\_\_ Financial  
 600 \_\_\_\_\_ Personal  
 Property Reports and late filing penalties

Victor H. Laws  
107 N. Baptist St  
PO Box 75  
Salisbury, Md 21801

70 \_\_\_\_\_ Change of P.O., R.A. or R.A.A.  
 91 \_\_\_\_\_ Amend/Cancellation, For. Limited Part.  
 \_\_\_\_\_ Other  
 \_\_\_\_\_ Other

NOTE:

Copy made

TOTAL FEES

58

12 Check

Cash

1 Documents on 1 checks

APPROVED BY: MSIL

LIBER 47 PAGE 61

CERTIFICATE OF AMENDMENT  
OF  
MARVIC HOLDINGS LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 13, 1989 AT 9:43 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

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

\$ 50.00

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

M2550945

TO THE CLERK OF THE 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.

RETURN TO:  
VICTOR H. LAWS  
107 N. BAPTIST STREET  
P.O. BOX 75  
SALISBURY MD 21801

Received for Record June 28, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 58-61

156C3021818

*Mark S. Bowen* Clerk

A 287443



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3106 0554

*E. & D Victor H. Laws, Atty. 8/7/89*

(MUST BE ACCOMPANIED BY \$10.00)

899194

LIBER 47 PAGE 62

To: State Department of Assessments  
and Taxation  
101 W. Preston Street  
Baltimore, Maryland 21201

Certified copy of Resolution of Board of Directors for appointment

of resident agent by POCAHONTAS, INCORPORATED  
(name of corporation)

I, RONALD G. ALESSI, SR. do hereby certify that I am  
(name of trustee)

a trustee of the above named corporation and that at a meeting of the

trustees held on February 7, 1989. The following  
(date)

resolution was adopted:

50446570

RESOLVED: That the resident agent of this corporation in the

State of Maryland is RONALD G. ALESSI, SR. and that the  
(name)

agent's address is Rt. 12, Box 294, Pemberton Drive  
(address)

Salisbury Maryland 21801

  
(original signature of trustee)

1989 FEB 13 A 9 40

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

2-13-89 at 9:40 a.m.

3106 0523



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Geno L. Burner, Director

DOCUMENT CODE \_\_\_\_\_ BUSINESS CODE \_\_\_\_\_ COUNTY 22

00174045    P.A.    Religious    Close    Stock    Nonstock

Acquiring (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE PERMITTED	
20	_____	Organ. & Capitalization	Name Change (New Name) _____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
53	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	Change of Name _____
52	_____	Foreign Qualification	Change of Principal Office _____
50	_____	Cert. of Qual. or Reg.	Change of Resident Agent _____
51	_____	Foreign Name Registration	Change of Resident Agent Address _____
11	_____	Certified Copy _____	Resignation of Resident Agent _____
55	_____	Penalty	<input checked="" type="checkbox"/> Designation of Resident Agent + Agent's Address
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
71	_____	Certificate of Conveyance	_____
71	_____	Certificate of Merger/Transfer	_____
70	<u>\$10.00</u>	Recording Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
81	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
8A	_____	Foreign Corporation Registration	<u>Preahontas, Incorporated</u>
87	_____	Limited Part. Good Standing	<u>P.O. Box 168</u>
71	_____	Financial	<u>Salisbury, Md. 21801</u>
600	_____	Property Reports and Penalties	NOTE: _____
	_____	Change of P.O., R.A. or R.A.A.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES \$10.00  
   Check    Cash  
   Documents on    checks

APPROVED BY: [Signature]

LIBER 47 PAGE 64

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS  
OF  
POCAHONTAS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 13, 1989 AT 9:40 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

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

\$ 10.00

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

D0174045

TO THE CLERK OF THE 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.

RETURN TO:  
POCAHONTAS, INCORPORATED  
P. O. BOX 168  
SALISBURY MD 21801

Received for Record Jan 28, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 62-68

156C3021808

Mark S. Bowen Clerk

A 287437



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3106 0522

Ex 4 M Pocahontas Inc, P.O. Box 168, City 21801  
8/7/89



*M. Keo*

LIBER 47 PAGE 65

899195

DELMARVA DEVELOPMENT CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Tai-Young Lee, Ph.D., whose post office address is 315 Lemmon Hill Lane, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) 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 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 in 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 person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, indorse, discount, evaluate, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferrable 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.

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

(3) To engage in the general speculative home building business, including the erection of homes, flats, and apartments; to operate a contracting business; to 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, and chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, subdivider, or real property developer; to invest in and hold for investment any 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.

(4) To carry on and conduct a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on commercial or industrial structures,

197 FEB -8 A 8:58

LAW OFFICES OF  
BANKS, NASON,  
HICKSON &  
SULLIVAN  
PROFESSIONAL ASSOC.  
113 BAPTIST STREET  
P.O. BOX 44  
SALISBURY, MD  
21801

STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION

APPROVED FOR RECORD

3105 2300

2-8-89 at 8:58a.m.

using any building materials and techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles, or things incidental to, or required for, or useful in connection with, any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

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

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

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

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

(9) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or interests of this corporation, and to do all things specified in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

(10) To engage in any other lawful purpose and/or business; and

LEGER 47 PAGE 67

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

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 315 Lemmon Hill Lane, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are ✓ Tai-Young Lee, Ph.D., 315 Lemmon Hill Lane, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, .01 par value.

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Tai-Young Lee, Ph.D.

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of January, 1989, and I acknowledge the same to be my act.

WITNESS:

[Signature]

[Signature]  
TAI-YOUNG LEE, Ph.D.

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 25<sup>th</sup> day of JANUARY, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Tai-Young Lee, Ph.D. and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

[Signature]  
NOTARY PUBLIC  
My Commission Expires: 7/1/90



N23/DD1:m



STATE OF MARYLAND LIBER 47 PAGE 69  
State Department of Assessments and Taxation  
Gen L Burner, Director

DOCUMENT CODE 02 g BUSINESS CODE B COUNTY 12

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>25</u>	Organ. & Capitalization	Name Change (New Name) _____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>10</u>	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>John Nason</u>
23	_____	Local Transfer Tax	<u>113 Baptist St</u>
31	_____	Corp. Good Standing	<u>P.O. Box 44</u>
NA	_____	Foreign Corporation Registration	<u>Salisbury, Md 21801</u>
87	_____	Limited Part. Good Standing	NOTE: _____
71	_____	Financial	<u>per value to .01 per</u>
600	_____	Property Reports and <u>Personal</u> late filing penalties	<u>atty Hickson.</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 50 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on \_\_\_\_\_ checks \_\_\_\_\_

APPROVED BY: [Signature]

LIBER 47 PAGE 70

ARTICLES OF INCORPORATION  
OF  
DELMARVA DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 8, 1989 AT 8:58 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2732477

TO THE CLERK OF THE 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.

RETURN TO:  
JOHN NASON  
113 BAPTIST STREET  
P. O. BOX 44  
SALISBURY

MD 21801

Received for Record *June 28, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. *47* Folios *65-70*

155C3021601

*Mark S. Bowen* Clerk

A 287265



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

3105 2299

*Ex. of John Nason, Atty. 8/7/89*

1939 FEB -9 A 8:53

M

LEADER 47 PAGE 71

899196

DEPARTMENT OF ASSESSMENT AND TAXATION

APPROVED FOR RECORD

2-9-39

At 8:53

ARTICLES OF INCORPORATION

OF

C. H. B., INC.

THIS IS TO CERTIFY:

FIRST, That I, the subscriber, Kenneth D.L. Gaudreau whose post office address is 701 Roland Street, Post Office Box 1170, Salisbury, Maryland, 21801-1170, 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 corporation, 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:

C. H. B., INC..

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

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

FOURTH: The post office address of the principal office of the Corporation is Route 1, Box 162 D, Willards, Maryland, 21874. The resident agent of the Corporation is Clifton Harry Brittingham, Jr., whose address is Route 1, Box 162 D, Willards, Maryland, 21874. 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 (\$1.00) 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 Ten Thousand Dollars (\$10,000.00).

(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) Share of stock shall be transferred only on the books of the Corporation by the holder thereof in person or by a duly authorized

90408107

3105 0494

attorney and the old certificate, duly endorsed, shall be surrendered and cancelled before a new certificate is issued.

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

SIXTH: The Corporation shall have not less than three (3) nor more than nine (9) directors, which numbers may be changed in any lawful manner as the By-Laws may from time to time provide, provided that:

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

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

Clifton Harry Brittingham, Jr. and Cynthia M. Brittingham shall act as the directors of the Corporation until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) Authorize the issuance, from time to time, of shares of its stock with or without par value of any class and securities converted into shares of its stock with or without par value of any class, for such consideration 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 and 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.



LICER 47 PAGE 73

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

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

(f) When and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of the majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the Corporation, including its 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 this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7<sup>th</sup> day of FEBRUARY, 1989.

WITNESS:

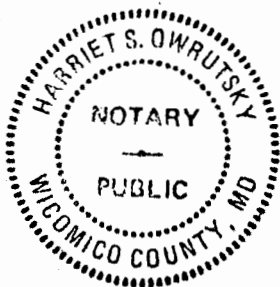
Harriet S. Owrutsky

Kenneth D. L. Gaudreau (SEAL)  
KENNETH D. L. GAUDREAU

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 7<sup>th</sup> day of FEBRUARY, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared KENNETH D. L. GAUDREAU, who acknowledged the foregoing Articles of Incorporation to be his act.

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



Harriet S. Owrutsky  
NOTARY PUBLIC

My Commission Expires: 7/1/90



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 22

# \_\_\_\_\_ P.A. \_\_\_\_\_ Religious \_\_\_\_\_ Close \_\_\_\_\_  Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>30</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Kenneth Gaudreau</u>
87	_____	Limited Part. Good Standing	<u>701 Roland St</u>
71	_____	Financial	<u>PO Box 1170</u>
600	_____	Property Reports and _____ late filing penalties	<u>Salisbury Md 21801</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: <u>1170</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 40  Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on 1 checks

APPROVED BY: [Signature]

LIBER 47 PAGE 76

ARTICLES OF INCORPORATION  
OF  
C. H. B., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 9, 1989 AT 8:53 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2731271

TO THE CLERK OF THE 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.

RETURN TO:  
KENNETH GAUDREAU  
701 ROLAND ST.  
P. O. BOX 1170  
SALISBURY

MD 21801 1170

Received for Record *Jan 28 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. *47* Folios *21-26*

155C3021481

*Mark L. Bowen* Clerk A 287150



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

*Ex + D Kenneth Gaudreau, Atty. 8/7/89* 015 0493

899197

SALISBURY PEWTER, INC.

I, TERRY GLADDEN, do hereby certify that I am the President of SALISBURY PEWTER, INC., a Maryland corporation (The "Company"), and that the Board of Directors of the Company at a meeting duly convened and held on May 2, 1988, adopted the following Resolution in order to change the Resident Agent of the Company:

RESOLVED, that K. King Burnett, 115 Broad Street, Salisbury, Maryland 21801, be and he hereby is, hereby named as Resident Agent of the Company; and

FURTHER RESOLVED, that the authorized officers of the Company are hereby directed to execute on behalf of the Company and file with the Dept. of Assessments & Taxation a certified copy of this Resolution.

I further certify that the above Resolution has not been amended or rescinded and is in full force and effect.

WITNESS my signature this 23 day of January, 1989.

*Terry Gladden*  
Terry Gladden

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

2-8-89 at 8:52 A.m.

1989 FEB - 8 A 8:52



3104 0901



STATE OF MARYLAND

State Department of Assessments and Taxation

Gen. L. Bomer, Director

DOCUMENT CODE BUSINESS CODE COUNTY 72

01089493 P.A. Religious Close Stock Nonstock

Assigning (Transferor) Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE PERMITTED, and checkboxes for various services like Name Change, Change of Name, etc.

TOTAL FEES \$10.00
Check Cash
Documents on checks

APPROVED BY: [Signature]

MAIL TO ADDRESS: Well, Oursell, Jackson, Combrock & Walter, 115 Broad St, Salisbury, Md 21801

LIBER 47 PAGE 79

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS  
OF  
SALISBURY PEWTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 8, 1989 AT 8:52 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

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

\$ 10.00

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

D1087493

TO THE CLERK OF THE 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.

RETURN TO:  
WEBB, BURNETT, JACKSON,  
CORNBROOKS AND WILBER  
115 BROAD STREET  
SALISBURY MD 21801

Received for Record June 28, 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
47 Folios 77-79

153C3021193

*Mark S. Bowen* Clerk  
A 286904



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

3104 0900

*Ex & D W B J C & W, Atty 8/7/89*

RONNIE MORRIS HEATING AND AIR CONDITIONING, INC.

A Maryland Close Corporation,  
Organized Pursuant to Title 4 of the  
Corporations and Associations  
Article of the Annotated Code of Maryland

899198

Dr

ARTICLES OF INCORPORATION

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

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Ronnie Morris Heating and 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:

(1) To install, maintain, repair, sell and buy heating and air conditioning equipment and related supplies and accessories. To do all things proper, incidental and conducive to the accomplishment of the foregoing purposes. To engage in any other lawful purpose or business; and,

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

FIFTH: The post office address of the principal office of the Corporation in this State is Rt. 2, Box 128, Ranier Drive, Parsonsburg, Maryland, 21849. The name and post office address of the Resident Agent of the Corporation in this

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

1989 FEB - 2 P 9 13

APPROVED FOR RECORD

2/2/89 at 9:13 .m.

90330147

3102 0388



LIBER 47 PAGE 81

State are Ronnie W. Morris, Rt. 2, Box 128, Ranier Drive, Parsonsburg, Wicomico County, Maryland, 21849. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The 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 Ronnie W. Morris.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15<sup>th</sup> day of February, 1989, and I acknowledge the same to be my act.

WITNESS:

Linda J. Nobbs

Robert A. Eaton (SEAL)

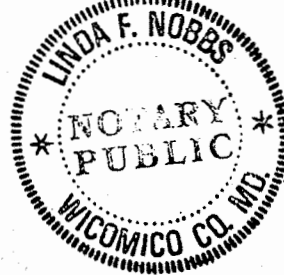
STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this \_\_\_ day of February, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ROBERT A. EATON and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Linda J. Nobbs  
Notary Public

My commission expires 7/1/90



LAW OFFICES  
EATON & WIDDOWSON,  
P.A.  
121 East Market Street  
P.O. Box 41  
Salisbury, MD. 21801  
(301) 748-1530



STATE OF MARYLAND

LISER 47 PAGE 82

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 12

P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	<u>6</u>	Corp. Good Standing <u>2/1/89</u> <u>7424</u>
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) \_\_\_\_\_

\_\_\_\_\_ Change of Name

\_\_\_\_\_ Change of Principal Office

\_\_\_\_\_ Change of Resident Agent

\_\_\_\_\_ Change of Resident Agent Address

\_\_\_\_\_ Resignation of Resident Agent

Code \_\_\_\_\_

ATTENTION: Robert A. Eaton, Esq.

MAIL TO ADDRESS: Eaton + Willowson, P.A.  
121 East Market Street  
P.O. Box 41

NOTE: Salisbury, MD  
21801

TOTAL FEES 46.00 Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

LIBER 47 PAGE 83

ARTICLES OF INCORPORATION  
OF  
RONNIE MORRIS HEATING AND AIR CONDITIONING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 2, 1989 AT 9:13 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2726883

TO THE CLERK OF THE 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.

RETURN TO:  
ROBERT A. EATON, ESQ.  
EATON & WIDDOWSON, P.A.  
121 EAST MARKET ST.  
P. O. BOX 41  
SALISBURY MD 21801

Received for Record *Jan 28, 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 151C3020681  
Folios *47* 80-83

*Mark S. Bowe* 286629



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

3102 0388

*Ex. & D Robert A. Eaton, Esq., E & W, P.A. 8/7/89*

LIBER 47 PAGE 84

M

## ARTICLES OF INCORPORATION

OF

G &amp; S HOLDINGS, INC.

899199

A CLOSE CORPORATION

## THIS IS TO CERTIFY:

FIRST: That the subscriber, Samuel R. Ennis, whose post office address is Rt. 6 Box 120, Old Ocean City Road, Salisbury, MD 21801 being at least eighteen (18) years of age, by virtue of the general laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these Articles.

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

G &amp; S HOLDINGS, INC.

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

(a) To own and operate a business engaging generally in the sale at wholesale and retail, of beverages of all kinds and descriptions for human consumption including alcoholic beverages as well as the sale, at retail, of groceries, tobacco products and gasoline and to do any and all things incident to the carrying on of such business.

(b) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products and marketable goods, wares and merchandise of every description.

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

STATE DEPARTMENT OF ASSESSMENT  
AND TAXATION

APPROVED FOR RECORD

2-6-89 at 9:09 a.m.

90374173

3102 0151

LIBER 47 PAGE 85

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

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(f) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

3102 0152

(h) To purchase lease or otherwise acquire commercial real property for use, sale, improvement or lease and in connection therewith also to purchase, lease or otherwise own and/or acquire any and all fixtures, equipment or personal property to be used in connection with the foregoing.

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

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

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 203 South Fruitland Boulevard, Fruitland, MD 21826. The resident agent of the Corporation is Samuel R. Ennis, Rt. 6 Box 120, Old Ocean City Road, Salisbury, MD 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares with a par value of \$10.00 per share, all of which shares are of one class and are designated common stock.

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

WITNESS my signature to these Articles of Incorporation this 2nd day of February, 1989.

TEST:

Donald L. Anderson Sec. Samuel R. Ennis (SEAL)

3102 0153

LIGER 47 PAGE 87

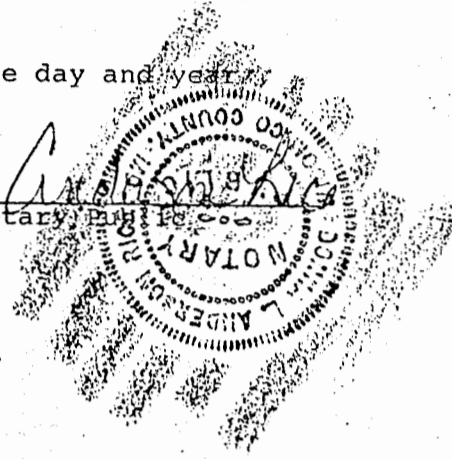
STATE OF MARYLAND, COUNTY OF WICOMICO:

THIS IS TO CERTIFY, that on this 2nd day of February, 1989, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Samuel R. Ennis, and he acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission Expires:  
July 1, 1990.

*Donald L. Anderson*  
Notary Public





STATE OF MARYLAND LIBER 47 PAGE 88  
State Department of Assessments and Taxation  
Gene L. Burner, Director

DOCUMENT CODE 026 BUSINESS CODE 03 COUNTY 72

P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_ Surviving (Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	Change of Name _____
50	_____	Cert. of Qual. or Req.	Change of Principal Office _____
51	_____	Foreign Name Registration	Change of Resident Agent _____
13	_____	Certified Copy	Change of Resident Agent Address _____
56	_____	Penalty	Resignation of Resident Agent _____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Russell Dashnell Jr.</u>
23	_____	Local Transfer Tax	<u>P.O. Box 259</u>
31	_____	Corp. Good Standing	<u>Salisbury, Md 21801-0259</u>
NA	_____	Foreign Corporation Registration	NOTE: _____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Property Reports and <u>Personal</u> late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 40 Check \_\_\_\_\_ Cash \_\_\_\_\_  
Documents on 1 checks

APPROVED BY: MSH



LICER 47 PAGE 89  
ARTICLES OF INCORPORATION  
OF  
G & S HOLDINGS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 6, 1989 AT 9:09 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING  
FEE PAID:

\$ 20.00

SPECIAL  
FEE PAID:

\$

D2726529

TO THE CLERK OF THE 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.

RETURN TO:  
RUSSELL DASHIELL, JR.  
P. O. BOX 259  
SALISBURY

MD 21801-0259

Received for Record *Jan 28 1989* and recorded in the  
Records of *Wicomico* County, Maryland in Liber M.S.B.  
No. *47* Folios *84-87*

*Mark S. Bowen* Clerk

151C3020645

A 286593



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

3102 0150

*Ex & D Russell Dashiell, Jr., Atty. 8/7/89*

M

899200

LIBER 47 PAGE 90

ARTICLES OF INCORPORATION

OF

A.E.T., INC.

(A Maryland Close Corporation)

THIS IS TO CERTIFY:

FIRST: THAT I, JEFFERSON W. WADE, whose post office address is Old Ocean City Road, Parsonsburg, Maryland 21849, 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 Close Corporation Act, execute and file these Articles with the intention of forming a Close Corporation.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: A.E.T., Inc.

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

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

(a) To operate an electrical service company for installation in industrial, commercial and residential facilities.

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

FIFTH: The post office address of the principal office of the corporation in this State is Old Ocean City Road, Parsonsburg, Maryland 21849. The name and post office address of the resident agent of the corporation in this State is Jefferson W. Wade, whose post office address is Old Ocean City Road, Parsonsburg, Maryland 21849. Said resident agent is an individual actually residing in the State of Maryland.

1989 FEB -6 P 9 09

STATE DEPARTMENT OF ASSESSMENT  
LED CERTIFIED  
APPROVED FOR RECORD

2-6-89 at 9:09 a.m.  
90378174

3102 0145

LNER 47 PAGE 91

SIXTH: The total number of shares of capital stock which the corporation has authority to issue is one thousand (1,000) shares of common stock, without par value.

(a) Each stockholder 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 book of the corporation by the holder thereof in person or by a duly authorized attorney, and the old certificate, duly endorsed, shall be surrendered and cancelled before a new certificate is issued.

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

SEVENTH: The corporation shall initially have not less than three (3) nor more than five (5) directors and Jefferson W. Wade, Edward Tribeck and Thomas W. Wade, shall act as such until the first annual meeting or until the 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 may be less than three (3) pursuant to the provisions of the Close Corporation Act of the State of Maryland.

EIGHTH: 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 the Close Corporation Act of the State 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 as 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 and any of its bonds or other evidence of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

3102 0146

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

(f) When and as authorized by the affirmative vote of the holders of a majority of the voting stock issued and outstanding at any stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of the majority of the voting stock issued and outstanding, to sell, lease, or exchange all of the property and assets of the corporation, including its 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 interest 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 31<sup>st</sup> day of January, 1989.

WITNESS:

[Signature] \_\_\_\_\_  
[Signature] \_\_\_\_\_  
 Jefferson W. Wade

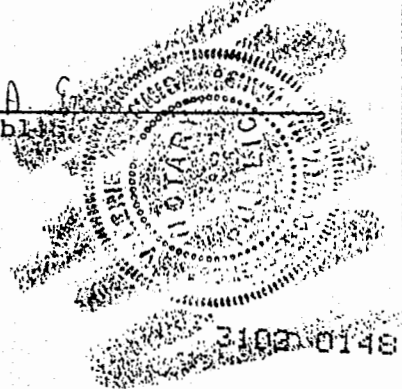
STATE OF MARYLAND, Somerset COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 31<sup>st</sup> day of January, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jefferson W. Wade, and acknowledge the foregoing Article of Incorporation to be his act.

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

Valerie A. [Signature]  
 Notary Public

My Commission Expires: 7/1/1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

LIBER 47 PAGE 91

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 12

P.A.  Religious  Close  Stock  Nonstock

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____ Change of Name
52	_____	Foreign Qualification	_____ Change of Principal Office
50	_____	Cert. of Qual. or Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Albert Broughton, Jr</u>
87	_____	Limited Part. Good Standing	<u>241 W. Main St</u>
71	_____	Financial	<u>P.O. Box 549</u>
600	_____	Personal Property Reports and late filing penalties	<u>Salisbury, Md 21861</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES 46 Check  Cash   
Documents on \_\_\_\_\_ checks

APPROVED BY: [Signature]

LIBER 47 PAGE 95

ARTICLES OF INCORPORATION  
OF  
A.E.T., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 6, 1989 AT 9:09 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ 20.00	\$ 20.00	\$

D2726511

TO THE CLERK OF THE 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.

RETURN TO:  
ALBERT BROUGHTON, JR.  
241 W. MAIN ST.  
P. O. BOX 549  
SALISBURY MD 21801

Received for Record Jan 28 1989 and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B. 151C3020644  
47 Folios 90-95

Mark S. Bowen A/C # 86592



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

Ex & D Albert Broughton, Jr., Atty 8/7/89

LIBER 47 PAGE 96  
ARTICLES OF AMENDMENT

899201

OF  
CYPRESS STREET BEVERAGES, INC. 2-1-89 9:02a

A CLOSE CORPORATION

Cypress Street Beverages, Inc, a Maryland Close Corporation, having its principal office at 241 Cypress Street, Salisbury, Maryland, (hereinafter called to Corporation), hereby certifies to the State Department of Assessments and Taxation that:

FIRST:

The Charter of the Corporation is hereby amended by striking out and deleting Article First of the Articles of Incorporation in its entirety and inserting in lieu thereof the following:

FIRST: The incorporator, Ronald L. Abbott , whose post office address is 241 Cypress Street, 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 Board of Directors of this Corporation at a meeting duly convened and held on December 27, 1988 adopted a resolution in which was set forth the foregoing Amendment to the Charter declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of stockholders to be held on December 27, 1988.

THIRD:

Notice setting forth a summary of the changes to be effected

1000 JAN 12 A 8 51 B 9 02

90322083



3102 0022

LAW OFFICES  
LONG, HUGHES, BAHEN,  
DASHIELL & BADGER  
124 EAST MAIN STREET  
SALISBURY, MARYLAND  
21801-0289  
301-749-2356



INDEX 47 PAGE 97

by said amendment to the Charter and stating that the purpose of the meeting would be to take action thereon was given as required by law to all stockholders of the Corporation entitled to vote thereon.

FOURTH:

The amendment of the Charter of the Corporation as herein above set forth was submitted to the stockholders at a meeting duly called and said amendment was approved by the affirmative vote of all of said stockholders.

FIFTH:

The amendment of the charter of the Corporation as herein above set forth has been duly advised by the Board of Directors and approved by all of the stockholders of the Corporation.

IN WITNESS WHEREOF, Cypress Street Beverages, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 9<sup>TH</sup> day of January, 1989 .

ATTESTED BY:

Dale Rhodes  
Dale Rhodes,  
Secretary

CYPRESS STREET BEVERAGES, INC.

BY: Philip L. Sheridan  
Philip L. Sheridan,  
President

LAW OFFICES  
LONG, HUGHES, BAHEN,  
DASHIELL & BADGER  
124 EAST MAIN STREET  
SALISBURY, MARYLAND  
21801-0258  
301-748-2356

3102 0023

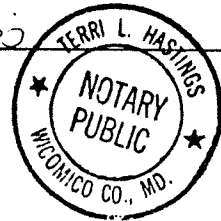
STATE OF MARYLAND, COUNTY OF WICOMICO:

I HEREBY CERTIFY, that on this 9th day of January, 1989, before me, the undersigned officer, personally appeared PHILIP L. SHERIDAN, who acknowledged himself to be the President of the Cypress Street Beverages, Inc. and acknowledged the foregoing Articles of Amendment of Cypress Street Beverages, Inc. to be the corporate act of said Corporation; and at the same time personally appeared DALE RHODES, and made oath in due form of law that he was the Secretary of the meeting of the stockholders of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved, 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.

My Commission Expires:  
7/1/90

*Terril L. Hastings*  
Notary Public



File No. 3-5581 DWS/jbm

LAW OFFICES  
LONG, HUGHES, BAHEN,  
DASHIELL & BADGER  
124 EAST MAIN STREET  
SALISBURY, MARYLAND  
21801-0288  
301-749-2856

3102 0024



STATE OF MARYLAND  
State Department of Assessments and Taxation  
Gene L. Burnet, Director

DOCUMENT CODE 094 BUSINESS CODE 03 COUNTY 72

# W1733575      P.A.      Religious       Close  Stock      Nonstock

Merging  
(Transferor) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Surviving  
(Transferee) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	<u>    </u> Name Change
61	_____	Rec. Fee (Arts. of Inc.)	<u>    </u> (New Name)
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	<u>    </u> Change of Name
52	_____	Foreign Qualification	<u>    </u> Change of Principal Office
50	_____	Cert. of Qual. or Reg.	<u>    </u> Change of Resident Agent
51	_____	Foreign Name Registration	<u>    </u> Change of Resident Agent Address
13	_____	<u>    </u> Certified Copy	<u>    </u> Resignation of Resident Agent
56	_____	Penalty	<u>    </u> Add Close
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>David Simpson Jr</u>
23	_____	Local Transfer Tax	<u>PO BOX 259</u>
31	_____	<u>    </u> Corp. Good Standing	<u>Salisbury Md</u>
NA	_____	Foreign Corporation Registration	<u>21801-0259</u>
87	_____	<u>    </u> Limited Part. Good Standing	NOTE: <u>add close</u>
71	_____	Financial	_____
600	_____	<u>    </u> Personal Property Reports and <u>    </u> late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 20  
     Check      Cash  
Documents on      checks

APPROVED BY: [Signature]

LIBER 47 PAGE 100

ARTICLES OF AMENDMENT  
OF  
CYPRESS STREET BEVERAGES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND FEBRUARY 1, 1989 AT 9:02 O'CLOCK A. M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID:

RECORDING  
FEE PAID:

SPECIAL  
FEE PAID:

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

\$ 20.00

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

D1733575

TO THE CLERK OF THE 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.

RETURN TO:  
DAVID SIMPSON, JR.  
P.O. BOX 259  
SALISBURY

MD 21801 0259

Received for Record *Jan 28 1989* and recorded in the  
Records of Wicomico County, Maryland in Liber M.S.B.  
No. 47 Folios 96-100

*Mark L. Cowan* Clerk

150C3020613

A 286463



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

3102 0021

*Ex & D David Simpson Jr., Atty 8/7/89*