

colonies and dependencies of the United States of America and in foreign countries.

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

FOURTH:

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

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

(b) No contract or other transaction between this Corporation and any other corporations and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any transaction or contract of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof and provided the Board of Directors authorizes the contract or transaction by the affirmative vote of a majority of disinterested directors; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction and

may vote thereat to authorize any such contract or transaction.

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

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

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

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

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of ~~any class~~ LIBER 47

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

FIFTH:

✓ The post office address of the place at which the principal office of the Corporation in this state will be located is 818 Springfield Circle, Salisbury, Maryland 21801. The resident agent of the Corporation is Christopher F. Davis, whose address is 126 East Main Street, Salisbury, Maryland 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

SIXTH:

The Corporation shall have not less than three nor more than five directors, provided that:

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

(b) 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;

and S. Nancy Hastings and Jeffrey D. Hastings shall act as directors until the first annual meeting or until successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws from time to time may provide.

SEVENTH:

The total amount of authorized capital stock is one hundred thousand (100,000) shares at the par value of one cent (\$.01) each, aggregating One Thousand Dollars (\$1,000.00) of common stock.

IN TESTIMONY WHEREOF, I have signed these Articles of Incorporation on this 8th day of March, 1989.

TEST:

Alpha L. Davis

S. Nancy Hastings (SEAL)
S. NANCY HASTINGS

307 1180
~~1115 1180~~

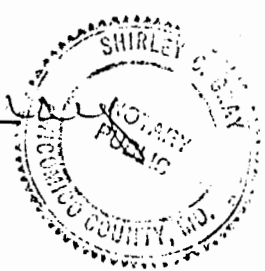
STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY, That on this 8th day of March, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared S. NANCY HASTINGS and acknowledged the foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and Notarial Seal.

Shirley C. Gray
Notary Public

My Commission Expires:
7/1/90



A:5A29344.1 4A

3117 1100

~~3115 1100~~



LIBER 47 PAGE 205
STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 028 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	<u>Name Change</u>
61	<u>20</u>	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)	_____
52	_____	Foreign Qualification	<u>Change of Name</u>
50	_____	Cert. of Qual. or Req.	<u>Change of Principal Office</u>
51	_____	Foreign Name Registration	<u>Change of Resident Agent</u>
13	_____	Certified Copy	<u>Change of Resident Agent Address</u>
56	_____	Penalty	<u>Resignation of Resident Agent</u>
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>Christopher Davis</u>
87	_____	Limited Part. Good Standing	<u>PO Box 138</u>
71	_____	Financial	<u>Salisbury Md 21801</u>
600	_____	Personal Property Reports and late filing penalties	_____
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]

3117 1195

~~0115 0171~~

LIBER 47 PAGE 206

ARTICLES OF INCORPORATION
OF
SALISBURY LOCK & KEY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 14, 1989 AT 8:22 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:

\$

D2753416

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:
CHRISTOPHER DAVIS
P. O. BOX 138
SALISBURY

MD 21801

Received for Record July 17, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 49 Folios 199-206

Mark S. Bowen Clerk

177C3021603

A 290167



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

3117 1198

Ex + D: H & B Atty 8.23-89

ARTICLES OF INCORPORATION

900264

OF

APPROVED FOR RECORD

3/16/89 at 10:41 a.m.

ROBERT G. TRUITT CONSTRUCTION, INC.

9

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

THIS IS TO CERTIFY:

FIRST:

That I, Robert G. Truitt, Jr., 809 Friar Tuck Lane, Salisbury, MD 21801, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the state of Maryland.

SECOND:

The name of the corporation is:

ROBERT G. TRUITT CONSTRUCTION, INC.

THIRD:

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

(a) To carry on and conduct a construction business, including executing, assigning, and receiving assignments of contracts, and otherwise engaging in any work connected therewith;

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

(c) To purchase, lease, hire or otherwise acquire real and personal property, improved or unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber, and mortgage said property, or any part thereof; to acquire, hold, lease, manage, operate, develop, control, build, erect, maintain, for the purposes of said company, construct, re-construct or purchase, either directly or through

90758405

~~STATE DEPARTMENT OF ASSESSMENTS AND TAXATION~~

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

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

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

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

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

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

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

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

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

(l) In general to carry on any other business in connection with the

~~1115 1100~~
~~1115 1172~~

foregoing, whether manufacturing or otherwise, and to have and exercise all the powers conferred by the laws of Maryland upon corporations, and to do any or all of the things hereinbefore set forth to the extent as natural persons might or could do;

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

FOURTH:

The post office address of the principal office of the Corporation in this state will be 809 Friar Tuck Lane, Salisbury, MD 21801. The resident agent of the Corporation is Robert G. Truitt, Jr., who resides at 809 Friar Tuck Lane, Salisbury, MD 21801, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH:

Pursuant to the Annotated Code of Maryland, Corporations and Associations, Section 4-302, the Corporation elects not to have a board of directors, and the business and affairs of this Corporation shall be managed by direct action of the stockholders of the Corporation, and all powers given to directors by the Annotated Code of Maryland, Corporations and Associations, or any other law, contract, or agreement may be exercised by the stockholders. This election to have no board of directors shall become effective as such time as the organizational meeting of the directors and the issuance of one share of stock of the Corporation have been completed, pursuant to Section 4-302. Until such time as the election is effective, the Corporation shall have one director, and Robert G. Truitt, Jr. shall act as such until the first annual meeting or until her successor is duly chosen and qualified. Also, the Corporation will elect to be a small corporation under the Internal Revenue Code Sec. 1244.

SIXTH:

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

SEVENTH:

The board of directors and the stockholders of the Corporation are hereby empowered to authorize from time to time the issuance of shares of its stock of the par value and class authorized hereby or now or hereafter authorized by them. There shall be only one (1) class of stock of the said Corporation, and said stock may be issued for such consideration as said Board of Directors or stockholders may deem advisable, subject to such restrictions and limitations, if any, as may

~~315-1907~~
315-1907

be set forth in the By-Laws or stockholders' agreement and as may be imposed by the State of Maryland.

EIGHTH:

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act, on this 11 day of March, A.D., 1989.

TEST:

Arlylin

Bill D. Int'l (SEAL)

3137 1810

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115 150



STATE OF MARYLAND LIBER . 47 PAGE 211
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

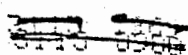
P.A. Religious Close Stock Nonstock

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	_____	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	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
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>Robert Truth Jr</u>
87	_____	Limited Part. Good Standing	<u>809 Friar Track Dr.</u>
71	_____	Financial	<u>Salisbury, MD 21801</u>
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: _____
	_____	Other	
	_____	Other	
TOTAL FEES	<u>40</u>		
	_____	Check	_____ Cash
	_____	Documents on	_____ checks

APPROVED BY: Pcm

3117 1810



LIBER 47 PAGE 212
ARTICLES OF INCORPORATION
OF
ROBERT G. TRUITT CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 16, 1989 AT 10:41 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:

\$

D2754588

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 G. TRUITT, JR.
809 FRIAR TUCK LANE
SALISBURY MD 21801

Received for Record July 17, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 207-212



178C3021920

A 290270

0117 1989

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. ~~207-212~~

315-1967

Ex + M: Robert G. Trutt, Jr. 809 Friar Tuck Lane
Anlin 8-23-89

ARTICLES OF INCORPORATION

1989 MAR 17 A 8:43

900265

OF

KID'S GEAR, INC.

(A Close Corporation)

STATE DEPARTMENT OF ASSOCIATIONS

3/17/89

8:43 A

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Donald C. Davis, whose post office address is 212 East Main Street, Salisbury, Wicomico County, Maryland, 21801, being at least eighteen (18) years of age, do under and by virtue of the Laws of the State of Maryland authorizing the formation of corporations, particularly the Provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is: Kid's Gear, Inc.

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

(a) To engage generally in the retail clothing business and to do and engage in all other activities directly or indirectly related thereto.

(b) To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed of trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all power to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(c) To purchase, or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage, deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or

90768100

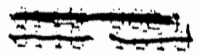
personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any persons, firm, association, or corporation, paying for the same in cash, stock, or bonds, of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transférable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount; to execute contracts of any nature whatsoever, including contracts of indemnity, suretyship and guaranty.

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

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

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

FOURTH: The post office address of the principal office of the corporation is Route 12, Box 922, Loch Ness Terrace,



Salisbury, Maryland, 21801. The resident agent of the corporation is Jacqueline K. Esham whose address is Route 12, Box 922, Loch Ness Terrace, Salisbury, Maryland, 21801. Said resident agent is a citizen of the State of Maryland.

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

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

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

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

SIXTH: The Corporation shall initially have one director, and Donald C. Davis shall act as such until the first annual meeting or until successors are duly chosen and qualified. The number of directors may be changed in any lawful manner as the By-Laws may, from time to time provide, which number shall be at least one (1) but not more than nine (9).

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

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

(b) To fix and determine and to vary the amount of working capital of the corporation to determine whether any and, if any, what part of the surplus of the net profits of the corporation arising from its business shall be declared in

dividends and paid to the stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

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

(e) May by Resolution passed by a majority of the whole Board, designate one or more committees, each to consist of one (1) or more of the Directors of the Corporation, which to the extent provided in said Resolution or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it, and such committees shall have such names as may be stated in the By-Laws or as may be determined by Resolution adopted by the Board of Directors.

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

EIGHTH: No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors, individually, or any firm of which any director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or is so interested may be

counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he was not such a director or officer of such other corporation or not so interested.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 15th day of March, 1989.

WITNESS:

Peggy B. Parks

Donald C. Davis (SEAL)
DONALD C. DAVIS

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 15th day of March, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared DONALD C. DAVIS and acknowledged the foregoing Articles of Incorporation to be his act.

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

Barbara C. Pate
NOTARY PUBLIC

My Commission Expires: 3/15/90



217 2170

~~217 2170~~

LIBER . 47 PAGE 219

ARTICLES OF INCORPORATION
OF
KID'S GEAR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 17, 1989 AT 8:43 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:

\$

D2755239

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:
DONALD C. DAVIS, ESQ.
212 E. MAIN ST.
P. O. BOX 949
SALISBURY MD 21801



Received for Record July 17, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 178C3021985
47 Folios 213-219

Mark S. Bowen Clerk A 290328

3117 2165

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

~~3115502211~~
575 76H

Ex + D: PRDW attyp 8-23-89

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

03-06-89 at 10:38 a.m.

900266

ARTICLES OF INCORPORATION

OF

PENINSULA PARTITIONS, INC.

(A Maryland Close Corporation)

g j

THIS IS TO CERTIFY:

FIRST: THAT I, CLIFFORD H. CLARK, whose post office address is 1819 Northwood Drive, Salisbury, Maryland 21801, being at least eighteen (18) years of age, do under and by virtue of the laws of the State of Maryland authorizing the formation of corporations, particularly the 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: Peninsula Partitions, 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) Installation and sales of operable wall units including accordion partitions.

(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 1819 Northwood Drive, Salisbury, Maryland 21801. The name and post office address of the resident agent of the corporation in this State is Clifford H. Clark, whose post office address is 1819 Northwood Drive, Salisbury, Maryland 21801. Said resident agent is an individual actually residing in the State of Maryland.

1989 MAR -6 A 10:38

90798703

~~_____~~ 1989

97 6 11 1989

Law Offices
Broughton & Caldwell, P.A.
241 W. Main Street
Salisbury, Maryland 21801

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 Clifford H. Clark, Paul T. Clark, Sr. and Paul T. Clark, Jr. 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.

(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 25th day of February, 1989.

WITNESS:

Valerie A. Farris Clifford H. Clark
Clifford H. Clark

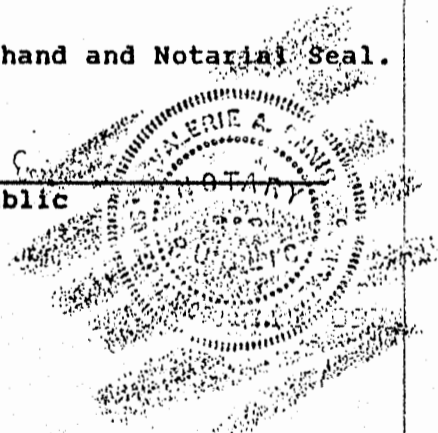
STATE OF MARYLAND, Sevier COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 25th day of February, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Clifford H. Clark, and acknowledge the foregoing Article of Incorporation to be his act.

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

Valerie A. Farris
Notary Public

My Commission Expires: 7/1/1990





STATE OF MARYLAND LIBER 47 PAGE 224
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
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	(New Name) _____
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	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
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>Broughton & Caldwell, PA</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. 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: Jm T

LIBER 47 PAGE 225
ARTICLES OF INCORPORATION
OF
PENINSULA PARTITIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 6, 1989 AT 10:38 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:

\$

D2757037

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:
BROUGHTON & CALDWELL, P.A.
241 W. MAIN ST.
P. O. BOX 549
SALISBURY MD 21801

Received for Record JUL 17 1987 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 220-225

Mark S. Bower Clerk

180C3022288

A 290638



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3118 0935

Ex + D: B + C, Atty 8-23-89

900267

LIBER 47 PAGE 226

GALLAHER, KIRBY AND WELCH -
WICOMICO GYNECOLOGICAL ASSOCIATES, P.A.

J

Articles of Incorporation

FIRST: The undersigned, James P. Gallaher, M.D., whose post office address is Route 50 and Phillip Morris Drive, Salisbury, Maryland 21801, being over 21 years of age, acting as incorporator, hereby forms a Professional Service Corporation under the Maryland Professional Service Corporation Act.

SECOND: The name of this Corporation is:

Gallaher, Kirby and Welch -
Wicomico Gynecological Associates, P.A.

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

(a) To engage in the practice of medicine, specializing in gynecology, in the State of Maryland, through its employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Maryland; provided, however, that the term "employees," as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) To enter into and perform contracts and agreements with any person, firm, association, corporation, hospital, municipality, county, state, nation, or other body politic, or with any agency of the foregoing for the purpose of rendering medical services.

(c) To carry on any and all business actions and activities permitted by the Maryland General Corporation Law except as may be limited by the Maryland Professional Service Corporation Act as the same may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraphs of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

(d) The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to professional service corporations formed under the Maryland Professional Service Corporation Act; provided, however that if all stockholders of this professional service corporation fail at one time to be licensed in the professional service for

APPROVED FOR THE STATE OF MARYLAND
JAN 20 1989
02-2089 at 9:11
118 8942
118855

which the Corporation was organized, it shall no longer operate or be treated as a professional service corporation, but is to operate and be treated as a corporation formed for general business purposes under the Maryland General Corporation Law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: Gallaher, Kirby and Welch - Wicomico Gynecological Associates, P.A., c/o Dr. James P. Gallaher, Route 50 and Phillip Morris Drive, Salisbury, Maryland 21801. The resident agent of the Corporation shall be David A. Vorhis and his post office address is 115 Broad Street, P. O. Box 910, Salisbury, Maryland 21801. Such 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 the authority to issue is 1,000 shares, with no par value, all of one class, and all designated common stock.

SIXTH: The number of Directors of the Corporation shall be initially set at three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the initial Directors who shall act until the organizational meeting and the first issuance of shares of stock has been completed, are:

- Richard L. Kirby, M.D.
- Joseph J. Welch, III, M.D.
- James P. Gallaher, M.D.

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

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

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

stockholder of such other corporation or of any nature whatsoever, provided such interest shall be disclosed to the stockholders of this Corporation before such contract or other transaction is authorized. No stockholders' vote and authorization of such contract or other transaction shall be invalidated in any way, whether for purposes of determining a quorum or for authorization in the particular action, by reason of such conflicting interest.

EIGHTH: The duration of the Corporation shall be perpetual.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of February, 1989.

WITNESS:

David A. Volis James P. Gallaher, M.D. (SEAL)
James P. Gallaher, M.D.

STATE OF MARYLAND, COUNTY OF Worcester WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 23rd day of February, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JAMES P. GALLAHER, M.D., and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Francine J. McCullon
Notary Public

My Commission Expires: July 1. 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 P

BUSINESS CODE 06

COUNTY 72

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	_____	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: _____
Webb, Burnett, Jackson, etd
115 Broad St.
P.O. Box 920
Salisbury, md. 21801-0910

NOTE:

TOTAL FEES

40

Check

Cash

Documents on _____ checks

APPROVED BY: JAT

LIBER 47 PAGE 230

ARTICLES OF INCORPORATION
OF
GALLAHER, KIRBY AND WELCH - WICOMICO
GYNECOLOGICAL ASSOCIATES, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 24, 1989 AT 9:14 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:

\$

D2757045

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, ET AL
115 BROAD ST.
P. O. BOX 910
SALISBURY MD 21801 0910

Received for Record *July 17, 1989* and recorded in the
Records of *Wicomico County, Maryland* in Liber M.S.B.
47 Folios *226-230*

180C3022289

Mark S. Bower Clerk
A 290639



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

3118 0541

Ex + D WBQCW atup 8-23-89

ARTICLES OF INCORPORATION

OF

900268

VERDI, 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:

VERDI, INC.

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

(a) To engage in the business and operation of mailing, delivery, parcel post services, special handling, FAX services, business letters, Notary Public services, sale of stamps and rental of mail boxes, sale of non-mail materials and all related and similar services whether specifically specified; packaging and handling of parcels for United Parcel Service or otherwise, photographic services for passports, photocopy services, duplication of keys and other miscellaneous services.

(b) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment and to own real and personal property necessary for the rendering of the professional services referred to above.

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

FOURTH: The post office address of the principal office of the Corporation is 731 Roland Street, Goliath Center, Salisbury, Maryland, 21801. The resident agent of the Corporation is Joseph R. Green, whose address is 731 Roland Street, Goliath Center, Salisbury, Maryland, 21801. Said Corporation is located in the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares, having a par value of 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 (\$10,000.00).

81 b A 12 MAY 1989

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

03-21-89 at 9:18 a.m.

3119 0233

3119 0112

from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption and the conversion rights of such shares.

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

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

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

3119 0234
3119 0113

(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 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.

Joseph R. Green, Cindy Elliott, Scott Green, and Eric B. Green 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,

3119 0235

3119 0114

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this day of JANUARY, 1989.

WITNESS:

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

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1ST day of JANUARY, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared KENNETH D. L. GAUDREAU and acknowledged the foregoing Articles of Incorporation to be his act.

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

Sandra W. Sargent
NOTARY PUBLIC

My Commission Expires: 7/1/90



3119 0236

3119 0115



STATE OF MARYLAND
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>11</u>	Certified Copy <u>4</u> 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>Mail Room</u>
23	_____	Local Transfer Tax	<u>731 Roland St.</u>
31	_____	Corp. Good Standing	<u>Salisbury, md. 21801</u>
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standing	NOTE: <u>copy made</u>
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	<u>51</u>		
	<input checked="" type="checkbox"/>	Check	<input type="checkbox"/> Cash
	_____	Documents on	_____ checks

APPROVED BY JMT

3119 0237
3119 0116

LIBER . 47 PAGE 236

ARTICLES OF INCORPORATION
OF
VERDI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 21, 1989 AT 9:15 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	

D2758969

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:
MAIL ROOM
731 ROLAND ST.
SALISBURY

MD 21901

Received for Record July 17, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 231-236

Mark S. Bowen Clerk

182C3022590

A 291029



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3119 0232
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
~~3119 0111~~

Ex + m: Mail Room, 731 Roland St. Sales 8-23-89

DELMARVA TITLE COMPANY
ARTICLES OF AMENDMENT

900269

Delmarva Title Company, a Maryland corporation, hereinafter referred to as "the Corporation" having its principal office in Salisbury, Wicomico County, Maryland, hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by the deletion of Paragraph SECOND hereof, setting forth the name of the Corporation as "Delmarva Title Company", and the insertion in lieu thereof the following:


The name of the corporation (which is hereinafter called the "Corporation") is: Elite Title Company.


SECOND: By unanimous informal action taken by the Board of Directors of the Corporation on February 28, 1989, the Board of Directors of the Corporation duly advised the foregoing amendment and thereafter by unanimous consent by informal action of all of the stockholders of the Corporation, the stockholders of the Corporation duly and unanimously approved said amendment.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its proper officers on this 28th day of February 1989, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge and belief.

ATTEST:

DELMARVA TITLE COMPANY


Donald C. Davis, Secretary

By:  (SEAL)
Ronald G. Rayne, President



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

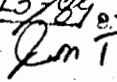
03-13-89 at 9:10 .m.

01 6 V E1 84N 6861

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

03-13-89 at 9:10



3119 1395

3119 1278



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

LIBER 47 PAGE 238

DOCUMENT CODE 09A BUSINESS CODE 03 COUNTY 72

D2284818 P.A. Religious [X] Close [X] Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED and descriptions of fees such as Organ. & Capitalization, Rec. Fee (Arts. of Inc.), etc.

Name Change (New Name)

Elite Title Company

- Change of Name [X]
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS:

Perdue, Rayne, Davis, et al
212 E. Main St
Salisbury, Md. 21801

NOTE:

File 15

TOTAL FEES

20

[X] Check Cash

Documents on checks

APPROVED BY: J.M.T.

3119 1396

3119 1279

LIBER . 47 PAGE 239

ARTICLES OF AMENDMENT
OF
DELMARVA TITLE COMPANY
CHANGING ITS NAME TO:
ELITE TITLE COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 13, 1989 AT 9:10 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

\$ _____

02284818

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:
PERDUE, RAYNE, DAVIS, ETAL.
212 E. MAIN ST.
SALISBURY MD 21801

Received for Record July 17, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 237-239

Mark S. Bowen Clerk

183C3022813

A 291225



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3119 1394

~~3119 1277~~

Ex + D: PRDW Atty. 8-23-89

000270

LIBER 47 PAGE 240

EAST MAIN STREET TITLE COMPANY

ARTICLES OF AMENDMENT

East Main Street Title Company, a Maryland corporation, hereinafter referred to as "the Corporation" having its principal office in Salisbury, Wicomico County, Maryland, hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by the deletion of Paragraph SECOND hereof, setting forth the name of the Corporation as "East Main Street Title Company, and the insertion in lieu thereof the following:

The name of the corporation (which is hereinafter called the "Corporation") is: Delmarva Title Company.

SECOND: By unanimous informal action taken by the Board of Directors of the Corporation on March 3, 1989, the Board of Directors of the Corporation duly advised the foregoing amendment and thereafter by unanimous consent by informal action of all of the stockholders of the Corporation, the stockholders of the Corporation duly and unanimously approved said amendment.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its proper officers on this 3rd day of March, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge and belief.

W

ATTEST: [Signature]
Donald C. Davis, Secretary

EAST MAIN STREET TITLE COMPANY
By: [Signature] (SEAL)
Ronald G. Rayne, President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

03-23-89 at 9:36 a.m.

1989 MAR 23 A 9 36

00028367
00028367

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

03-23-89 at 9:01 a.m.

J.M.T.

3119 1786

~~3119 1654~~



STATE OF MARYLAND LIBER 47 PAGE 241
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE 03 COUNTY 72

D1192608

~~D2001813~~ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20		Organ. & Capitalization	Name Change (New Name) _____
61		Rec. Fee (Arts. of Inc.)	<u>Delmarva Title Company</u>
62	<u>20</u>	Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input checked="" type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
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 _____	Code _____
80		For. Limited Partnership _____	
83		Cert. Limited Partnership _____	ATTENTION: _____
84		Amendment to Limited Partnership _____	
85		Termination of Limited Partnership _____	
21		Recordation Tax _____	MAIL TO ADDRESS: _____
22		State Transfer Tax _____	<u>Perdue, Rayne, Davis, et al</u>
23		Local Transfer Tax _____	<u>212 E. Main St.</u>
31		Corp. Good Standing _____	<u>Salisbury, MD 21801</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. _____	NOTE: <u>File 2nd</u>
91		Amend/Cancellation, For. Limited Part. _____	
		Other _____	
		Other _____	

TOTAL FEES 20 Check _____ Cash
Documents on _____ checks

APPROVED BY: J.M.T.

3119 1787

3119 1665

LIBER . 47 PAGE 242

ARTICLES OF AMENDMENT
OF
EAST MAIN STREET TITLE COMPANY
CHANGING ITS NAME TO:
DELMARVA TITLE COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 23, 1989 AT 9:36 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

\$ _____

D1192603

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:
PERDUE, RAYNE, DAVIS, ETAL.
212 E. MAIN ST.
SALISBURY MD 21801

Received for Record *July 14, 1989* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. *47* Folios *240-242*

Mark S. Bowen Clerk

184C3022889

A 291299



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3119 1785
AND TAXATION OF MARYLAND IN LIBER. FOLIO. ~~3119 1653~~

Ex d D: PRDW Allip 8.23-89

900271

LIBER 47 PAGE 243

CERTIFICATE OF MERGER
 TRANSFER
 CONSOLIDATION
 SHARE EXCHANGE

TO: Clerk of the Circuit Court for Wicomico Co. (Land Records)
 Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this office on March 15, 1989 at 10:11 AM.

1) The name of each party to the Articles is CENTRAL SUPPLY COMPANY, DORMAN ELECTRIC SUPPLY CO., INC., BRANCH ELECTRIC SUPPLY COMPANY (ALL MD CORPS.)
BRANCH GROUP, INC. (A NV CORP.) - SURVIVOR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is BRANCH GROUP, INC. (A NV CORP.) - SURVIVOR

As Witness my hand and the Official seal of the said Department at Baltimore this 23rd day of March, 1989.



Nancy Grueninger
 Nancy Grueninger
 Administrative Officer

Received for Record July 17, 1987 and recorded in the Records of Wicomico County, Maryland in Liber M.S.B. No. 47 Folios 243

Mark J. Bowser, Clerk
 Kirkpatrick & Lockhart, 1500 Oliver Bldg.
 Pittsburgh, Pa. 15222-5379 9/11/89

900938

ARTICLES OF INCORPORATIONIst Stop, Inc. *4-25-89* *10:30a*

- FIRST: I, Sheila D. Brooks, Esquire whose post office address is 228 West Church Street, Suite 10-12, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.
- SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Ist Stop, Inc.
- THIRD: The purposes for which the Corporation is formed are:
1. To engage in the retail preparation and sales of convenience foods and related products; and,
 3. To do anything permitted by Section 1-103 of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended from time to time.
- FOURTH: The post office address of the Corporation in this State is 228 West Church Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Sheila Brooks-Tahir, whose post office address is 233 West Church Street, Salisbury, Maryland 21801. Said Resident Agent is an individual residing in this State.
- FIFTH: The total number of shares of capitol stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.
- SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but never less than three (3), 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

LIBER 47 PAGE 245

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:

Muhammad Tahir, Sheila Tahir and Nubeel Alvi.

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, 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, restriction and qualifications of, the dividends on, the times and prices of redemption of, and the conversion right 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 articles of the Chapter 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 pre-emptive right

3127 1436

LIBER 47 PAGE 246

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 signed these Articles of Incorporation this 21st day of April, 1989, and I acknowledge same to be my act.


SHEILA D. BROOKS-TAHIR, Esquire
228 West Church Street
Suite 10-12
Salisbury, Maryland 21801
(301) 548-4335

3127 1437



STATE OF MARYLAND
State Department of Assessments and Taxation
Geno 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
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 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	_____	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 _____

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: _____

Sheila Brooks
228 W Church St
10-12
Salisbury Md 21801

NOTE: _____

TOTAL FEES

40

Check Cash

3 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 47 PAGE 248
ARTICLES OF INCORPORATION
OF
1ST STOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 25, 1989 AT 10:32 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

\$

0277738

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:
SHEILA BROOKS
228 W. CHURCH ST.
#10-12
SALISBURY

MD 21801

Received for Record 09/14/1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
47 Folios 244-248

20503022434

Mark S. Bourne Clerk A 293816



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

3127 1989

E. & D. Sheila Brooks Atty 9/11/89

LIBER 47 PAGE 249 4-25-89 10:35

900939

ARTICLES OF INCORPORATION

Quality Microfilming Services, Inc.

FIRST: I, Sheila D. Brooks, Esquire whose post office address is 228 West Church Street, Suite 10-12, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Quality Microfilming Services, Inc.

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

1. To engage in the professional services of commercial microfilming and micor-data storage;
2. To engage in the provision of microfiliming services;
3. To engage in the sales of microfilm equipment and related products; and,
4. To do anything permitted by Section 1-103 of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended from time to time.

✓ FOURTH: The post office address of the Corporation in this State is 229 West Main Street, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State is Patty Twilley, whose post office address is 229 West Main Street, Salisbury, Maryland 21801. Said Resident Agent is an individual residing in this State.

FIFTH: The total number of shares of capitol stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but never less than three (3), provided that:

1. If there is no stock outstanding, the number^{3127 1430}
91158341

LIBER 47 PAGE 250

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:

Patty Twilley and Charles Twilley.

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, 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, restriction and qualifications of, the dividends on, the times and prices of redemption of, and the conversion right 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 articles of the Chapter 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.

3127 1431

LIBER 47 PAGE 251

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 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 signed these Articles of Incorporation this 3rd day of February, 1989, and I acknowledge same to be my act.



SHEILA D. BROOKS-TAHIR, Esquire
228 West Church Street
Suite 10-12
Salisbury, Maryland 21801
(301) 543-4335

3127 1432



STATE OF MARYLAND LIBER

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 22

P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, 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:, NOTE:

TOTAL FEES 40 Check Cash

3 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 47 PAGE 253

ARTICLES OF INCORPORATION
OF
QUALITY MICROFILMING SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 25, 1989 AT 10:35 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:

\$

D2777720

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:
SHEILA BROOKS
228 W. CHURCH ST.
#10-12
SALISBURY

MD 21801



Received for Record April 14, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S. 293815
No. 47 Folios 249-253

Mark S. Cowan Clerk

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

3127 1-1889

E. & P. Sheila Brooks, Atty. 9/11/89

900940

LAKEVIEW HOUSING AUTHORITY, INC. (REVIVED FOR RECORD)
ARTICLES OF REVIVAL

4/7/89 at 11:47 a.m.

LAKEVIEW HOUSING AUTHORITY, INC., a Maryland non-stock, non-profit corporation having its principal office in Salisbury, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: The name of the Corporation at the time of forfeiture of its Charter was Lakeview Housing Authority, Inc.

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

FOURTH: The post office address of the principal office of the corporation in the State of Maryland is 406 Trinity Drive, Salisbury, Maryland and said principal office is located in Wicomico County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

APR - 7 A 1989

1989 APR 17 A 11:47

21801

91070480



227 0687

LIBER 47 PAGE 255

FIFTH: The name and post office address of the Resident Agent of the Corporation in the State of Maryland is John C. Seipp, One Plaza East, Sixth Floor, P.O. Box 4247, Salisbury, Maryland. Said Resident Agent is a citizen actually residing in this State. 21801

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

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

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its Last Acting Vice-President (the President being deceased) and its Last Acting Secretary pursuant to §3-507(b) of the Corporations and Associations Article of the Annotated Code of Maryland all as of this 4th day of April, 1989.

ATTEST:

Valarie B. Harmon
Valarie Harmon,
Last Acting Secretary

LAKEVIEW HOUSING AUTHORITY, INC.

By: Smith Anderson (SEAL)
Smith Anderson, Last Acting
Vice President

THE UNDERSIGNED, the Last Acting Vice President (the President being deceased) and Secretary of Lakeview Housing Authority, Inc., who executed on behalf of said Corporation the forgoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: 3/23, 1989

Smith Anderson
Smith Anderson, Last Acting
Vice President

Valarie B. Harmon
Valarie Harmon, Last Acting
Secretary

LIBER 47 PAGE 257

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Valarie B. Harmon, Office Manager of Lakeview Housing Authority
(insert name and title) (insert name of corporation)

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

Valarie B. Harmon
(print name beneath signature)
Valarie B. Harmon, Office Manager

I hereby certify that on April 14, 1989 before me, the
(insert date)

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

Wicomico County personally appeared
(insert name of county for which notary is appointed)

Valarie B. Harmon and made oath under the penalties of
(insert name of person swearing)

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



As witness my hand and notarial seal

Meloye M. Maddux
(Signature of notary public)

My Commission expires 7/1/90.



STATE OF MARYLAND

LIBER 47 PAGE 258

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE COUNTY 72

D 1124 700 P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, and Name Change. Includes rows 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 Reg., Foreign Name Registration, Certified Copy, 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, Other.

Code 072

ATTENTION:

MAIL TO ADDRESS: Laborer Housing Authority, 406 Trinity Dr., Salisbury, Md 21801

NOTE:

87 -> 89 filed herewith NA

TOTAL FEES 30 Check Cash Documents on checks

APPROVED BY: A

LIBER 47 PAGE 259
THE ARTICLES OF REVIVAL
OF
LAKEVIEW HOUSING AUTHORITY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 17, 1989 AT 11:47 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

\$ 10.00

01124700

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:
ADKINS, POTTS, & SMITHURST
P O BOX 4247

MD 21801

Received for Record *09/14/89* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. *47* Folios *258-259*

Mark S. Bowen Clerk

20353022285

A 293700



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

3127 0086

E & D AP & S, Atty. 9/14/89

LIBER

47 PAGE 260

DEPARTMENT OF ASSESSMENTS
AND TAXATION

W-S ASSOCIATES, INC.

APPROVED FOR RECORD

ARTICLES OF INCORPORATION

4/13/89 at 10:40 A.M.

900941
DM

FIRST: I, Louis F. Friedman, whose post office address is 409 Washington Avenue, Suite 900, Towson, Maryland 21204, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the "Corporation") is W-S Associates, Inc.

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

(1) To produce, purchase, compound, prepare, sell and lease all kinds of drugs, chemicals, medicines, physicians' and surgeons' supplies and instruments, crutches, splints, rubber goods, and all supplies, appliances, and conveniences required by invalids, durable medical equipment, paints, dyes, colors, soaps, cosmetics, perfumes, toilet supplies, stationery and stationery supplies, novelties, tobacco in all forms, ices, ice cream, confectionary, and soft drinks. To fill prescriptions, maintain news stands, soda fountains, and lunch counters, and in general to do everything pertaining to the drug store business.

(2) To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures, and other evidences of indebtedness of all kinds, and to secure the same by pledge, mortgage, or otherwise, without limit as to amount, and to provide for payment of the same by deposited cash, sinking funds or otherwise.

(3) To purchase or otherwise acquire, and to own, develop, sell, mortgage or otherwise dispose of real estate, real property, and all interests and rights therein, without limit on amount and to the same extent as natural persons might or could do, and in any part of the world.

91048183

3125 1112

LIBER 47 PAGE 261

(4) To buy or otherwise to acquire any other enterprise adapted to be carried on in connection with the Corporation's business, together with the good will, rights, property and assets of all kinds thereto appertaining, and in connection therewith, to assume any of the liabilities of any person, firm or corporation, and to pay for the same in cash, stock, debentures or other securities of the Corporation.

(5) To contract freely with any person, firm or corporation, private or public, and to carry out and fulfill contracts of every sort and kind, and to purchase, lease or otherwise acquire any and all rights, privileges and franchises convenient or profitable to carry out in connection with the corporate purposes and corporate business of the Corporation.

In furtherance and not in limitation of the purposes aforesaid and of the general powers conferred by the laws of the State of Maryland, it is hereby expressly provided that the Corporation shall have the following further additional powers:

To do any and all other acts or things which may be necessary or incidental to the carrying out of any or all of the foregoing powers or of the proper transaction of the business which may be incidental to or in furtherance of the said business or any branch or part thereof.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 13 South, Salisbury, Maryland 21801. The name and post office address of the resident agent of the Corporation in Maryland is Louis F. Friedman, 409 Washington Avenue, Suite 900, Towson, Maryland 21204. Said Resident Agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par

value of \$10.00 a share, all of one class, and having an aggregate value of \$100,000.00, all stock to be common stock.

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, provided that: (1) There must be at least one director; and (2) if there is stock outstanding, the minimum number of directors shall be the lesser of: (a) three, or (b) the number of Stockholders.

The names of the directors are Leonard L. Winkleman, Roma B. Winkleman and Jeffrey B. Sherr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation and of the director(s) and stockholder(s):

(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, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase or purchases of shares of its own capital stock and the making of such contract therefor when and in the manner that the Board, in its discretion, may deem right and proper.

(3) No contract or other transaction between this Corporation and any other corporation, partnership, individual or other entity and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are directors, principals,

LIBER 47 PAGE 263

partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum, or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Maryland General Corporation Law.

(4) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

(5) To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents, and employees and those persons who, at the request of the Corporation, serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 17th day of April, 1989, and I acknowledge the same to be my act.

WITNESS:

Juanita G. Lawrence

Louis F. Friedman
Louis F. Friedman

3062B/1-4
GPA: jel;1

3125 1121



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

DOCUMENT CODE 02.6 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>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>Friedman & Friedman</u>
23	_____	Local Transfer Tax	<u>Mercantile Bank Bldg</u>
31	_____	Corp. Good Standing	<u>Suite 400</u>
NA	_____	Foreign Corporation Registration	<u>407 Washington Ave.</u>
87	_____	Limited Part. Good Standing	<u>Towson, Md 21204</u>
71	_____	Financial	NOTE: _____
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: [Signature]

LIBER 47 PAGE 265
ARTICLES OF INCORPORATION
OF
W-S ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 13, 1989 AT 10:40 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:

\$

D2773448

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:
FRIEDMAN & FRIEDMAN
409 WASHINGTON AVENUE
STE. 900 MERCANTILE BANK BLDG.
TOWSON MD 21204



Received for Record April 14, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
47 Folios 262-265

198C3021744

Mark S. Bowser Clerk 293048

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

3125 1117

*Ex & m Friedman & Friedman,
409 Washington Ave. Ste. 900,
Mercantile Bk Bldg, Towson Md. 21204
2/1/89*

LIBER 47 PAGE 266

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

900942

APPROVED FOR RECORD

ARTICLES OF AMENDMENT

4/13/89 at 10:04 .m.

OF

STEVE J. CAUSEY, INC.

Steve J. Causey, Inc., a Maryland corporation,
(hereinafter called the "Corporation"), hereby certifies
to the State Department of Assessments and Taxation of
Maryland that:

FIRST:

Steve J. Causey, Inc., pursuant to Article 4-201 of
the Corporation and Association's Article of the Annotated
Code of Maryland, elects to be a close corporation.

SECOND:

Steve J. Causey, Inc. in addition to electing to be a
close corporation, pursuant to Article 4-302 of the
Corporation and Association's Article of the Annotated
Code of Maryland, elects to have no Board of Directors.

THIRD:

The corporation remains in good standing and the
undersigned constitute all of the stockholders, officers,
and members of the Board of Directors of the Corporation.
There are no other parties to the Corporation who are not
a party to this transaction, nor is there any outstanding
stock subscribed for.

HEARNE & BAILEY, P.A.
ATTORNEYS AT LAW
SALISBURY, MD.

AREA CODE 301
740-5144

31000222

3125 0102

LIBER 47 PAGE 267

FOURTH:

The motion to become a close corporation and have no Board of Directors was approved at a recent meeting of the stockholders on April 3, 1989.

IN WITNESS WHEREOF, Steve J. Causey, 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 by its Secretary on April 7, 1989.

TEST:

STEVE J. CAUSEY, INC.

Elizabeth Causey
Elizabeth Causey,
Secretary

BY: Steve J. Causey (SEAL)
Steve J. Causey,
President

BY: Larry J. Causey, Jr. (SEAL)
Larry J. Causey, Jr.
Vice President

BY: Elizabeth Causey (SEAL)
Elizabeth Causey,
Treasurer

Also constituting all Board
Members and Representing
100% of the Stockholders

STATE OF MARYLAND, WICOMICO COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 12th day of April, 1989, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County aforesaid, personally appeared Steve J. Causey, President, Larry J. Causey, Jr., Vice President, and Elizabeth Causey, Secretary and Treasurer of Steve J. Causey, Inc., also constituting all of the Board Members

3125 0103

LIBER 47 PAGE 268

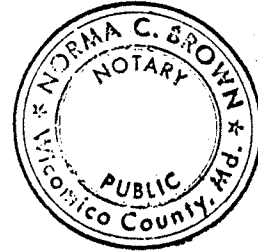
and representing 100% of the Stockholders, and acknowledged the foregoing Articles of Amendment of Steve J. Causey, Inc. to be the corporate act of said Corporation; and at the same time personally appeared Elizabeth Causey, and made oath in due form of law that she was the Secretary of the meeting of 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 her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My Commission Expires:
July 1, 1989

Norma C. Brown
Notary Public

A:3B21022.21A



3125 0104



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

DOCUMENT CODE 090 BUSINESS CODE _____ COUNTY 72

D1105329 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change (New Name) _____
61	_____	Rec. Fee (Arts. of Inc.)	_____
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)	_____ 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	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
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>Hearne & Bailey</u>
87	_____	Limited Part. Good Standing	<u>P.O. Box 138</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.	<u>Change to a close corp</u>
	_____	Other	
	_____	Other	

TOTAL FEES 20 Check Cash
Documents on _____ checks

APPROVED BY: PCW

LIBER 47 PAGE 270

ARTICLES OF AMENDMENT
OF
STEVE J. CAUSEY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 13, 1989 AT 10:04 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

\$ _____

D1105329

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:
HEARNE & BAILEY
P.O. BOX 138
SALISBURY

MD 21801

Received for Record 09/14/1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47, Folios 206-272

Mark S. Bowen Clerk

19703021583

A 292917



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

3125 0101

E. D. H. B. Atty 9/11/89

(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 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.

June T. Wolfe shall act as the Director of the Corporation until the first annual meeting or until the 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,

LIBER 47 PAGE 273

from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption and the conversion rights of such shares.

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

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

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

3125 0018

LIBER 47 PAGE 274

3rd IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this day of April, 1989.

WITNESS:

Sandra W. Sargent Kenneth D. L. Gaudreau (SEAL)
KENNETH D. L. GAUDREAU

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this 3rd day of APRIL, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared KENNETH D. L. GAUDREAU and acknowledged the foregoing Articles of Incorporation to be his act.

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

Sandra W. Sargent
NOTARY PUBLIC

My Commission Expires: 7/1/90





STATE OF MARYLAND LIBER 47 PAGE 275
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 03 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>11</u>	<u>1</u> Certified Copy <u>5</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>Owrutsky and Assoc's, P.A.</u>
23	_____	Local Transfer Tax	<u>701 Roland St.</u>
31	_____	Corp. Good Standing	<u>P.O. Box 1170</u>
NA	_____	Foreign Corporation Registration	<u>Salisbury, Md. 21801-1170</u>
87	_____	Limited Part. Good Standing	NOTE: _____
71	_____	Financial	_____
600	_____	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 51 Check _____ Cash

Documents on _____ checks

APPROVED BY J.M.T.

LIBER 47 PAGE 276

ARTICLES OF INCORPORATION
OF
SPRINGHILL MANAGEMENT CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 10, 1989 AT 10:30 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:

\$

02772408

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:
OWRUTSKY AND ASSOC.'S, P.A.
701 ROLAND ST.
P.O. BOX 1170
SALISBURY MD 21801 1170

Received for Record *April 14, 1989* and recorded in the
Records of *Wicomico County, Maryland* in Liber M.S.B.
47 folios *271-276*

19703021567



Mark S. Bower 292901

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

3125 0015

*E. & D. Owrutsky & Assoc. P.A. 701 Roland St.
P.O. Box 1170, Salis. Md. 21801-1170 9/11/89*

ARTICLES OF INCORPORATION
OF

BEIJING CHINESE RESTAURANT, INC.

900944

1989 APR 10 A 9:02

STATE DEPARTMENT OF AGRI-CULTURE
04-10-89 18-01-89 9:02

FIRST: The undersigned, John B. Robins, IV, whose Post Office Address is 128 East Main Street, Salisbury, Wicomico County, Maryland; and Pamela A. Wilson, 122 Crockett Avenue, Fruitland, Wicomico County, Maryland, 21826, 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 hereby called the "Corporation") is:

BEIJING CHINESE RESTAURANT, INC.

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

1. To construct, establish, purchase, lease and otherwise acquire, and to hold, use, maintain, operate, sell, and otherwise dispose of restaurants and other eating and drinking places and establishments of all kinds and descriptions; and, generally to conduct the business of restaurateurs, caterers, suppliers, preparers, servers and dispensers of food and drink; and, to engage in all activities, to render all services, and to buy, sell, use, handle and deal in all fixtures, machinery, apparatus, equipment and merchandise incident or related thereto.

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

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

FOURTH: The Post Office address of the principal office of the corporation in the State of Maryland is 801 South Salisbury Boulevard, Salisbury, Wicomico County, Maryland, 21801; and the name and post office address of the Resident Agent of the Corporation is Dean Shay, 702 College Lane, Apartment 6, Salisbury, Wicomico County, Maryland, 21801. Said Resident Agent is an individual actually residing in the State of Maryland.

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

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

LAW OFFICES
ROBINS & JOHNSON
128 EAST MAIN STREET
SALISBURY, MD. 21801

91008001

3124 2583

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 4th day of April, 1989, and we acknowledge same to be our respective act.

WITNESS:

Marian L. Smith
Marian L. Smith

INCORPORATORS:

[Signature] (SEAL)
John B. Robins, IV
[Signature] (SEAL)
Pamela A. Wilson

LAW OFFICES
ROBINS & JOHNSON
128 EAST MAIN STREET
SALISBURY, MD. 21801

3124 2584



STATE OF MARYLAND

LISER

47 PAGE 279

State Department of Assessments and Taxation

Gene 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 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

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
 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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robins & Johnson
128 E. Main St.
P.O. Box 506
Salisbury, Md. 21801

600 _____ Personal Property Reports and late filing penalties

NOTE:

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 _____ checks

APPROVED BY J.M.T.

LIBER 47 PAGE 280

ARTICLES OF INCORPORATION
OF
BEIJING CHINESE RESTAURANT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 10, 1989 AT 9:02 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:

\$

D2771590

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:
ROBINS & JOHNSON
128 E. MAIN ST.
P. O. BOX 506
SALISBURY

MD 21801



Received for Record Dec 14, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 19703021436
No. 47 Folios 277-280

Mark S. Bowler 292844

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

3124 2385

Ex 40 R+J. Attys. 9/11/89

900945

LIBER 47 PAGE 281

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
AND LIMITED PARTNERSHIP AGREEMENT OF
PDBG LIMITED PARTNERSHIP

10
 THIS AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND LIMITED PARTNERSHIP AGREEMENT (this "Amendment") is made and entered into effective for all purposes and in all respects as of the ⁴⁻¹⁰⁻⁸⁹ ~~23RD~~ day of March, 1989 by and among WALTER H. PETRIE, JEFFREY B. DIERMAN, THEODORE J. GEORGELAS and ROBERT BROGLIA, constituting all of the general partners of PDBG Limited Partnership (the "Partnership"); and CHARLES F. LAPINE (the "Withdrawing Limited Partner") and SHIRLEY A. LAPINE (the "New Limited Partner"); 9:53a

WITNESSETH:

WHEREAS, Walter H. Petrie, Jeffrey B. Dierman, Theodore J. Georgelas and Robert Broglia are all of the general partners of PDBG Limited Partnership, a Maryland limited partnership formed pursuant to a certain Certificate of Limited Partnership and Limited Partnership Agreement of PDBG Limited Partnership dated as of September 28, 1988 (the "Certificate and Agreement"), which Certificate and Agreement was filed and approved for record in the office of the Maryland State Department of Assessments and Taxation on September 30, 1988; and

WHEREAS, the Withdrawing Limited Partner owns a 7.174% percentage limited partnership interest in the Partnership (the "Lapine Limited Partnership Interest"); and

WHEREAS, pursuant to a certain General Warranty Assignment of Limited Partnership Interest dated as of February 7, 1989 (the "Assignment"), the Withdrawing Limited Partner has transferred and assigned the Lapine Limited Partnership Interest to his spouse, the New Limited Partner, and said New Limited Partner has agreed to be bound by all of the provisions of the Certificate and Agreement and has assumed the obligations of the Withdrawing Limited Partner thereunder with respect to the Lapine Limited Partnership Interest; and

WHEREAS, the Assignment provides for the New Limited Partner to be admitted as a "Substituted Partner" in the Partnership and, to that end and purpose, the parties hereto are entering into this Amendment.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the parties hereto from each other, it is hereby covenanted and agreed as follows:

1. The Withdrawing Limited Partner hereby withdraws as a limited partner from the Partnership and the New Limited Partner is hereby admitted into the Partnership as a Limited Partner and as a "Substituted Partner" (as that term is used in the Certificate and Agreement with the full rights, privileges and benefits of a limited partner in the Partnership. The New Limited Partner

3124 2025

hereby assumes all of the obligations of the Withdrawing Limited Partner under the Certificate and Agreement and agrees to be bound by all of the terms, covenants and provisions of said Certificate and Agreement.

- 2. The Partnership is hereby reformed (to the extent the transfer of the Lapine Limited Partnership Interest results in any technical termination of the Partnership) and, from and after the date hereof, all of the general and limited partners of the Partnership, and their respective percentages of partnership interest, are as set forth on Exhibit "A" attached to this Amendment and made a part hereof, which such Exhibit "A" attached hereto is hereby substituted for Exhibit "A" initially attached to the Certificate and Agreement.

IN WITNESS WHEREOF, the undersigned, being all of the general partners of the Partnership, have duly executed this Amendment as of the day and year first above written.

WITNESS:

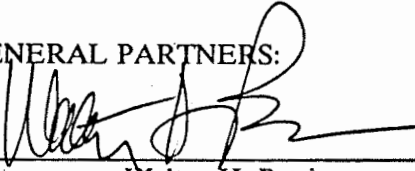
As to Walter H. Petrie

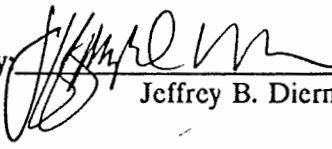
As to Jeffrey B. Dierman

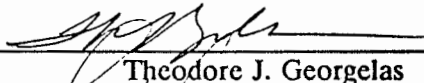
As to Theodore J. Georgelas

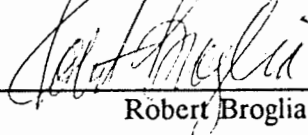
As to Robert Broglia

GENERAL PARTNERS:

By:  Walter H. Petrie

By:  Jeffrey B. Dierman

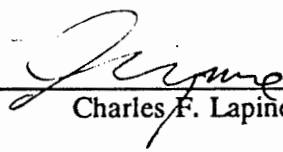
By:  Theodore J. Georgelas

By:  Robert Broglia

WITNESS:

As to Charles F. Lapine

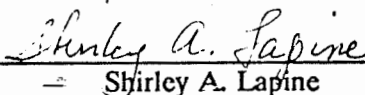
WITHDRAWING LIMITED PARTNER:

By:  Charles F. Lapine

WITNESS:

As to Shirley A. Lapine

NEW LIMITED PARTNER:

By:  Shirley A. Lapine

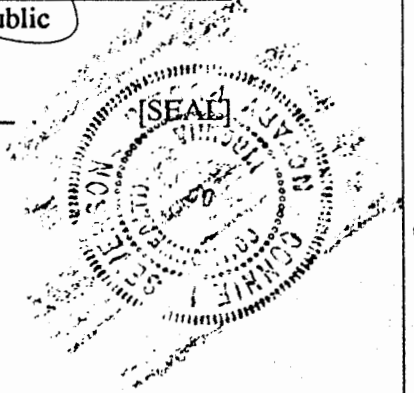
STATE OF Virginia)
COUNTY OF Fairfax) : SS LIBER 47 PAGE 283

I HEREBY CERTIFY THAT on this 24th day of March, 1989, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally came Walter H. Petrie, Jeffrey B. Dierman, Theodore J. Georgelas and Robert Broglia, personally well known to me to be the individuals who executed the foregoing Amendment to Certificate of Limited Partnership and Limited Partnership Agreement of PDBG Limited Partnership, as general partners thereof, on their own behalf, and being duly sworn and being authorized to do so, acknowledged the foregoing instrument to be their act and deed and that the same was executed for the purposes therein contained, and delivered the same as such.

Witness my hand and Notarial Seal.

Carie Lee
Notary Public

My Commission Expires: April 17, 1990



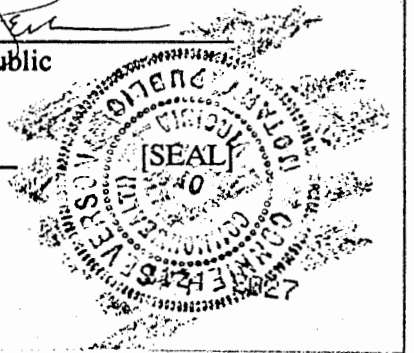
STATE OF Virginia)
COUNTY OF Fairfax) : SS

I HEREBY CERTIFY THAT on this 24th day of March, 1989, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally came Charles F. Lapine, personally well known to me to be the individual who executed the foregoing Amendment to Certificate of Limited Partnership and Limited Partnership Agreement of PDBG Limited Partnership, as withdrawing limited partner thereof, on his own behalf, and being duly sworn and being authorized to do so, acknowledged the foregoing instrument to be his act and deed and that the same was executed for the purposes therein contained, and delivered the same as such.

Witness my hand and Notarial Seal.

Carie Lee
Notary Public

My Commission Expires: April 17, 1990



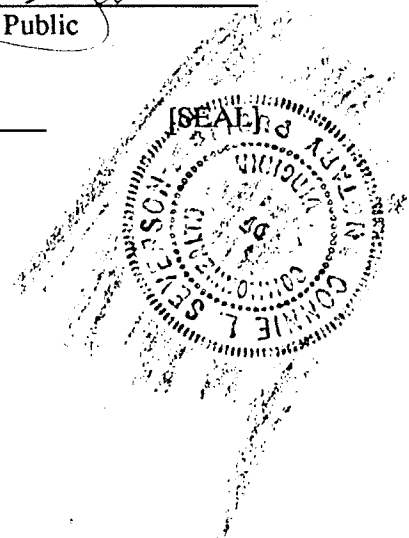
STATE OF Virginia)
COUNTY OF Lancaster) : ss

I HEREBY CERTIFY THAT on this 24th day of March, 1989, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally came Shirley A. Lapine, personally well known to me to be the individual who executed the foregoing Amendment to Certificate of Limited Partnership and Limited Partnership Agreement of PDBG Limited Partnership, as new limited partner thereof, on her own behalf, and being duly sworn and being authorized to do so, acknowledged the foregoing instrument to be her act and deed and that the same was executed for the purposes therein contained, and delivered the same as such.

Witness my hand and Notarial Seal.

Connie L. Seavey
Notary Public

My Commission Expires: April 17, 1990



LIBER 47 PAGE 285

EXHIBIT "A"
TO THE
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE
OF
PDBG LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Capital Contribution</u>	<u>Interest in Partnership</u>
<u>General Partners</u>		
Jeffrey B. Dierman c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	\$ 10.00	1.0%
Walter H. Petrie c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	10.00	1.0%
Theodore J. Georgelas c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	10.00	1.0%
Robert Broglia 15 Maynard Court Ridgewood, New Jersey 07450	10.00	1.0%
<u>Limited Partners</u>		
Walter H. Petrie c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	155.23	15.523%
Nancy A. Petrie c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	50.00	5.000%

Limited Partners (continued)

<u>Name and Address</u>	<u>Capital Contribution</u>	<u>Interest in Partnership</u>
Jeffrey B. Dierman c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	\$ 155.23	15.523%
Tamara S. Dierman c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	50.00	5.000%
Shirley A. Lapine c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	71.74	7.174%
Raymond J. Podlasek c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	35.86	3.586%
Robert J. DiPietro c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	31.94	3.194%
Robert Broglia 15 Maynard Court Ridgewood, New Jersey 07450	230.00	23.000%
John A. Van Hoven c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	10.00	1.000%
Theodore J. Georgelas and April H. Georgelas, J.T.W.R.O.S. c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	35.00	3.500%

Limited Partners (continued)

LIBER

47 PAGE 287

<u>Name and Address</u>	<u>Capital Contribution</u>	<u>Interest in Partnership</u>
John G. Georgelas c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	\$ 25.00	2.500%
Loran M. Adams c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	25.00	2.500%
Thomas G. Georgelas c/o Thomas G. Georgelas & Associates 1430 Springhill Road, Suite 220 McLean, Virginia 22102	32.00	3.200%
Anthony J. Georgelas c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	17.00	1.700%
Jeffrey B. Price c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	4.00	0.400%
James C. Richards c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	4.00	0.400%
Clyde F. Newman, III c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	4.00	0.400%
Steven E. Watts c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	4.00	0.400%

Limited Partners (continued)

LIBER 47 PAGE 288

<u>Name and Address</u>	<u>Capital Contribution</u>	<u>Interest in Partnership</u>
John P. Geiger c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	\$ 2.00	0.200%
Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	18.00	1.800%
Total:	\$1,000.00	100.0%



STATE OF MARYLAND

LIBER

47 PAGE 289

State Department of Assessments and Taxation

Gen L. Burner, Director

DOCUMENT CODE 20 BUSINESS CODE _____ COUNTY 65

M2644862 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	_____	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 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	<u>50</u>	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Jeffrey Dierman</u>
23	_____	Local Transfer Tax	<u>1430 Springhill Rd</u>
31	_____	Corp. Good Standing	<u># 210</u>
NA	_____	Foreign Corporation Registration	<u>McLean, VA 22102</u>
87	_____	Limited Part. Good Standing	NOTE: <u>Up on file</u>
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 50 Check _____ Cash

3 Documents on 1 checks

APPROVED BY: JS

LIBER 47 PAGE 290

CERTIFICATE OF AMENDMENT
OF
PDBG LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 10, 1989 AT 9:53 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

\$ _____

M:2644862

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:
JEFFREY DIERMAN
1430 SPRINGDALE RD., 210
MCLEAN VA 22102

Received for Record *Aug 14, 1989* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. *47* Folios *281-290*

19603021391

Mark S. Bowser Clerk

A 292754



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

*Er & M Jeffrey Dierman, 1430 Springdale Rd,
210, McLean Va. 22102 9/11/89*

**AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
AND LIMITED PARTNERSHIP AGREEMENT OF
PERPETUAL-SPRINGHILL ASSOCIATES LIMITED PARTNERSHIP**

900946

THIS AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND LIMITED PARTNERSHIP AGREEMENT (this "Amendment") is made and entered into effective for all purposes and in all respects as of the ⁴⁻¹⁸⁻⁸⁹ ~~23RD~~ day of March, 1989 by and among WALTER H. PETRIE, JEFFREY B. DIERMAN, THEODORE J. GEORGELAS and SUMAWALT REALTY CORP., constituting all of the general partners of Perpetual-Springhill Associates Limited Partnership (the "Partnership"); and CHARLES F. LAPINE (the "Withdrawing Limited Partner") and SHIRLEY A. LAPINE (the "New Limited Partner");

WITNESSETH:

WHEREAS, Walter H. Petrie, Jeffrey B. Dierman, Theodore J. Georgelas and Sumawalt Realty Corp. are all of the general partners of Perpetual-Springhill Associates Limited Partnership, a Maryland limited partnership formed pursuant to a certain Limited Partnership Agreement and Certificate of Limited Partnership of Perpetual-Springhill Associates Limited Partnership dated as of December 23, 1988 (the "Certificate and Agreement"), which Certificate and Agreement was filed and approved for record in the office of the Maryland State Department of Assessments and Taxation on December 28, 1988; and

WHEREAS, the Withdrawing Limited Partner owns a 4.36% percentage limited partnership interest in the Partnership (the "Lapine Limited Partnership Interest"); and

WHEREAS, pursuant to a certain General Warranty Assignment of Limited Partnership Interest dated as of February 7, 1989 (the "Assignment"), the Withdrawing Limited Partner has transferred and assigned the Lapine Limited Partnership Interest to his spouse, the New Limited Partner, and said New Limited Partner has agreed to be bound by all of the provisions of the Certificate and Agreement and has assumed the obligations of the Withdrawing Limited Partner thereunder with respect to the Lapine Limited Partnership Interest; and

WHEREAS, the Assignment provides for the New Limited Partner to be admitted as a "Substituted Partner" in the Partnership and, to that end and purpose, the parties hereto are entering into this Amendment.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by each of the parties hereto from each other, it is hereby covenanted and agreed as follows:

1. The Withdrawing Limited Partner hereby withdraws as a limited partner from the Partnership and the New Limited Partner is hereby admitted into the Partnership as a Limited Partner and as a "Substituted Partner" (as that term is used in the Certificate and Agreement with the full rights, privileges and benefits of a limited partner in the Partnership. The New Limited Partner hereby assumes all of the obligations of the Withdrawing Limited Partner under the Certificate and Agreement and agrees to be bound by all of the terms, covenants and provisions of said Certificate and Agreement.

3124 2016

2. The Partnership is hereby reformed (to the extent the transfer of the Lapine Limited Partnership Interest results in any technical termination of the Partnership) and, from and after the date hereof, all of the general and limited partners of the Partnership, and their respective percentages of partnership interest, are as set forth on Exhibit "A" attached to this Amendment and made a part hereof, which such Exhibit "A" attached hereto is hereby substituted for Exhibit "A" initially attached to the Certificate and Agreement.

IN WITNESS WHEREOF, the undersigned, being all of the general partners of the Partnership, have duly executed this Amendment as of the day and year first above written.

WITNESS:

[Signature]
As to Walter H. Petrie
[Signature]
As to Jeffrey B. Dierman
[Signature]
As to Theodore J. Georgelas

GENERAL PARTNERS:

By: [Signature]
Walter H. Petrie
By: [Signature]
Jeffrey B. Dierman
By: [Signature]
Theodore J. Georgelas

Sumawalt Realty Corp.

[Signature]
Bettie D Burson

By: [Signature]

WITNESS:

[Signature]
As to Charles F. Lapine

WITHDRAWING LIMITED PARTNER:

By: [Signature]
Charles F. Lapine

WITNESS:

[Signature]
As to Shirley A. Lapine

NEW LIMITED PARTNER:

By: [Signature]
Shirley A. Lapine

STATE OF Virginia LIBER 47 PAGE 293
COUNTY OF Louisiana): ss

I HEREBY CERTIFY THAT on this 24th day of March, 1989, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally came Walter H. Petrie, Jeffrey B. Dierman and Theodore J. Georgelas, personally well known to me to be the individuals who executed the foregoing Amendment to Certificate of Limited Partnership and Limited Partnership Agreement of Perpetual-Springhill Associates Limited Partnership, as general partners thereof, on their own behalf, and being duly sworn and being authorized to do so, acknowledged the foregoing instrument to be their act and deed and that the same was executed for the purposes therein contained, and delivered the same as such.

Witness my hand and Notarial Seal.

Carie Dever
Notary Public

My Commission Expires: April 17, 1990



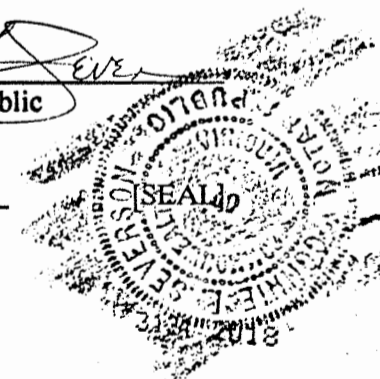
STATE OF Virginia
COUNTY OF Louisiana): ss

I HEREBY CERTIFY THAT on this 24th day of March, 1989, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally came Thomas M. Farasy, President, of Sumawalt Realty Corp., personally well known to me to be the individual who executed the foregoing Amendment to Certificate of Limited Partnership and Limited Partnership Agreement of Perpetual-Springhill Associates Limited Partnership, on said corporation's behalf, as a general partner thereof, and being duly sworn and being authorized to do so, acknowledged the foregoing instrument to be the act and deed of said corporation and that the same was executed for the purposes therein contained, and delivered the same as such, by and on behalf of said corporation.

Witness my hand and Notarial Seal.

Carie Dever
Notary Public

My Commission Expires: April 17, 1990



STATE OF Virginia)
COUNTY OF Fairfax) : ss

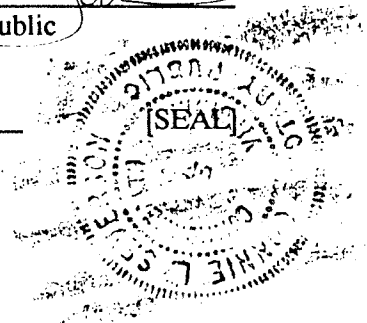
LIBER 47 PAGE 294

I HEREBY CERTIFY THAT on this 24th day of March, 1989, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally came Charles F. Lapine, personally well known to me to be the individual who executed the foregoing Amendment to Certificate of Limited Partnership and Limited Partnership Agreement of Perpetual-Springhill Associates Limited Partnership, as withdrawing limited partner thereof, on his own behalf, and being duly sworn and being authorized to do so, acknowledged the foregoing instrument to be his act and deed and that the same was executed for the purposes therein contained, and delivered the same as such.

Witness my hand and Notarial Seal.

Connie L. DeWitt
Notary Public

My Commission Expires: April 17, 1990



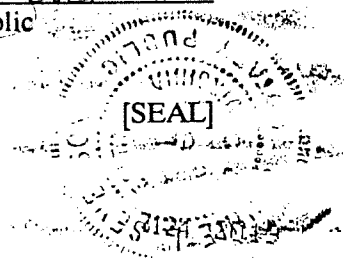
STATE OF Virginia)
COUNTY OF Fairfax) : ss

I HEREBY CERTIFY THAT on this 24th day of March, 1989, before the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally came Shirley A. Lapine, personally well known to me to be the individual who executed the foregoing Amendment to Certificate of Limited Partnership and Limited Partnership Agreement of Perpetual-Springhill Associates Limited Partnership, as new limited partner thereof, on her own behalf, and being duly sworn and being authorized to do so, acknowledged the foregoing instrument to be her act and deed and that the same was executed for the purposes therein contained, and delivered the same as such.

Witness my hand and Notarial Seal.

Connie L. DeWitt
Notary Public

My Commission Expires: April 17, 1990



LIBER 47 PAGE 295

EXHIBIT "A"
TO THE
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE
OF
PERPETUAL-SPRINGHILL ASSOCIATES LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Capital Contribution</u>	<u>Interest in Partnership</u>
<u>General Partners</u>		
Jeffrey B. Dierman c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	\$ 10.00	1.0%
Walter H. Petrie c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	10.00	1.0%
Theodore J. Georgelas c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	10.00	1.0%
Sumawalt Realty Corp. 1750 Old Meadow Road, Suite 200 McLean, Virginia 22102	30.00	3.0%
<u>Limited Partners</u>		
Walter H. Petrie c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	\$ 90.84	9.084%
Nancy A. Petrie c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	30.00	3.00%
Jeffrey B. Dierman c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	90.84	9.084%
Tamara S. Dierman c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	30.00	3.0%

3124 2020

Limited Partners (continued)

LIBER 47 PAGE 296

<u>Name and Address</u>	<u>Capital Contribution</u>	<u>Interest in Partnership</u>
Shirley A. Lapine c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	\$ 43.60	4.36%
Raymond J. Podlasek c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	21.82	2.182%
Robert J. DiPietro c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	15.00	1.5%
Robert Broglia 15 Maynard Court Ridgewood, New Jersey 07450	40.00	4.0%
John A. Van Hoven c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	5.00	0.5%
Robert A. Sulak c/o Petrie, Dierman & Partners, Inc. 1430 Springhill Road, Suite 210 McLean, Virginia 22102	5.00	0.5%
April H. Georgelas c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	16.37	1.637%
John G. Georgelas c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	15.24	1.524%
Loran M. Adams c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	15.24	1.524%
Thomas G. Georgelas c/o Thomas G. Georgelas & Associates 1430 Springhill Road, Suite 220 McLean, Virginia 22102	19.30	1.930%

3124 2021

Limited Partners (continued)

LIBER 47 PAGE 297

<u>Name and Address</u>	<u>Capital Contribution</u>	<u>Interest in Partnership</u>
Anthony J. Georgelas c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	\$ 10.15	1.015%
Jeffrey B. Price c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	2.16	0.216%
James C. Richards c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	2.16	0.216%
Clyde F. Newman, III c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	2.16	0.216%
Steven E. Watts c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	2.70	0.270%
John P. Geiger c/o Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	1.62	0.162%
Georgelas & Sons, Inc. 1430 Springhill Road, Suite 200 McLean, Virginia 22102	10.80	1.080%
Sumawalt Realty Corp. 1750 Old Meadow Road, Suite 200 McLean, Virginia 22102	470.00	47.0%
— Total:	\$1,000.00 —	100.0%



STATE OF MARYLAND

LIBER

47 PAGE 298

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 20 BUSINESS CODE _____ COUNTY 72

M2697449 P.A. L 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)	_____
52	_____	Foreign Qualification	<input type="checkbox"/> Change of Name
50	_____	Cert. of Qual. or Req.	<input type="checkbox"/> Change of Principal Office
51	_____	Foreign Name Registration	_____
13	_____	Certified Copy	<input type="checkbox"/> Change of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	<input type="checkbox"/> Change of Resident Agent Address
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	<input type="checkbox"/> Resignation of Resident Agent
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	<u>50</u>	Amendment to Limited Partnership	ATTENTION: _____
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>Lafrey Bierman</u>
87	_____	Limited Part. Good Standing	<u>1430 Springdale Rd</u>
71	_____	Financial	<u>#210</u>
600	_____	Personal Property Reports and late filing penalties	<u>McLean, VA 22102</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: <u>copy file</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES 50 Check Cash
3 Documents on 1 checks

APPROVED BY: [Signature]

LIBER 47 PAGE 299

CERTIFICATE OF AMENDMENT
OF
PERPETUAL-SPRINGHILL ASSOCIATES LIMITED
PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 10, 1989 AT 9:53 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

\$ _____

M2697449

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:
JEFFREY DIERMAN
1430 SPRINGDALE RD., #210
MC LEAN VA 22102

Received for Record April 11, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 297-299 19603021390



Mark S. Bowen Clerk
292753

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

Ex + m Jeffrey Dierman, 1430 Springdale Rd,
#210, McLean Va. 22102 9/11/89

HOMESTEAD DAIRY FARM, INCORPORATED

900947

ARTICLES OF VOLUNTARY DISSOLUTION

December 5, 1988

04-07-89 9:03

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is:

112 Edinburgh Ct.
Salisbury, Maryland 21801

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is:

John T. Holt, Jr.
112 Edinburgh Ct.
Salisbury, Maryland 21801

FOURTH: The name and address of each director of the Corporation are as follows:

John T. Holt, Sr.
c/o John T. Holt, Jr., Attorney-in-Fact
112 Edinburgh Ct.
Salisbury, MD 21801

John T. Holt, Jr.
112 Edinburgh Ct.
Salisbury, MD 21801

Anne Holt Waldron
55 Juniper Creek Blvd.
Pinehurst, N.C. 28374

90078100

c O b V L - 88V 9861

3124 1869