

FIFTH: The name, title and address of each officer of the Corporation are as follows:

- President - John T. Holt, Jr.
112 Edinburgh Ct.
Salisbury, MD 21801
- Vice President- Anne Holt Waldron
55 Juniper Creek Blvd.
Pinehurst, N.C. 28374
- Secretary-Treasurer- Mary Emily Holt
112 Edinburgh Ct.
Salisbury, MD 21801

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

SEVENTH: The Corporation has no known creditors.

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

IN WITNESS WHEREOF, HOMESTEAD DAIRY FARM, INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 5th day of December, 1988, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of HOMESTEAD DAIRY FARM, INCORPORATED

LIBER 47 PAGE 302

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

ATTEST:

Mary Emily Holt
Mary Emily Holt,
Secretary

HOMESTEAD DAIRY FARM, INCORPORATED

By: *John T. Holt, Jr.*
John T. Holt, Jr., President

LIBER 47 PAGE 303



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

LOUIS L. GOLDSTEIN
 COMPTROLLER
 J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
 ARNOLD G. HOLZ CPA
 DIRECTOR

Dear Sir/Madam:

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

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

HOMESTEAD DAIRY FARM, INCORPORATED

have been paid.

WITNESS my hand and official seal this

3TH day of JANUARY A.D. 19 89

Deborah J. Lewis
 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

3124 1872 PS-400

LIBER 47 PAGE 304

Wicomico County, Maryland

Department of Finance

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

COUNCIL

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

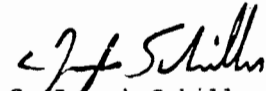
February 3, 1989

Homestead Dairy Farm, Incorporated
John T. Holt, Jr.
112 Edinburgh Ct.
Salisbury, Md 21801

To Whom It May Concern:

The undersigned, Collector of Taxes for Wicomico County, State of Maryland does hereby certify that all Corporation taxes levied on Assessments made by the State of Maryland, Department of Assessments and Taxation and billed by and payable to the undersigned Director of Finance, Wicomico County, Maryland by Homestead Dairy Farm, Incorporated, & John T. Holt, Jr., 112 Edinburgh Ct., Salisbury, MD 21801 have been paid for the business year ending Dec. 31, 1987, fiscal year 1988-89.

Respectfully submitted,


C. Joseph Schiller
Director of Finance
Wicomico County, MD

3124 1873



STATE OF MARYLAND

LIBER

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State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE 19 JH BUSINESS CODE 03 COUNTY 72

#D0088209 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	<u>20</u>	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	<u>30</u>	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: _____

Long, Hughes, Baker, et al
124 E. Main St.

P.O. Box 259

Salisbury, Md. 21801-0259

NOTE: _____

TOTAL FEES

50

Check _____ Cash

Documents on _____ checks

APPROVED BY: JmT

LIBER 47 PAGE 306

THE ARTICLES OF DISSOLUTION
OF
HOMESTEAD DAIRY FARM, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 7, 1989 AT 9:03 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ 30.00

00086229

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

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

Received for Record Aug 14, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
Folio 300-306

19803021361



Mark S. Bower Clerk 292733

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

3124 1063

Ex 4 D LHB, etal, Atty. 9/11/89

900948

LIBER

47 PAGE 307

13-30-89

10:44a

GREENMACK DEVELOPMENT, INC.

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

OK

ARTICLES OF INCORPORATION

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

SECOND: The name of the corporation (which is hereafter called the "Corporation") is: Greenmack Development, Inc.

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

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

(1) To purchase, sell, manage and otherwise deal with real property and to acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, nor or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the Corporation. To do all things proper incidental and

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

90008110

3124 1736

LIBER 47 PAGE 308

conducive to the accomplishment of the foregoing purposes. To engage in any other lawful purpose or business; and,

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

FIFTH: The post office address of the principal office of the Corporation in this State is 426 Snow Hill Road, Salisbury, Maryland, 21801. The name and post office address of the Resident Agent of the Corporation in this State is J. David Mackes, 1011 Camden Avenue, Salisbury, Maryland, 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is J. David Mackes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of March, 1989, and I acknowledge the same to be my act.

WITNESS:

Brida J. Deeks

Robert A. Eaton (SEAL)
Robert A. Eaton

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

STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 29th day of March, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared ROBERT A. EATON and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

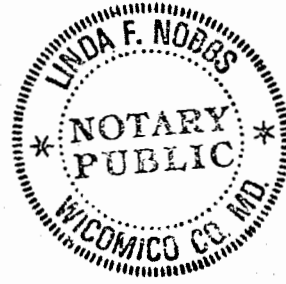
3124 1737

LIBER 47 PAGE 309

AS WITNESS my hand and Notarial Seal.

Linda F. Nobbs
Notary Public

My commission expires 7/1/90



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



STATE OF MARYLAND LIBER

47 PAGE 310

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 22

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	<u>10</u>	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	<u>6</u>	Corp. Good Standing <u>4.89</u>
NA		Foreign Corporation Registration <u>2/30/19</u>
87		Limited Part. Good Standing
71		Financial
600		Property Reports and <u>Personal</u> late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

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:

Robert Eaton
PO Box 41
Salisbury, Md 21801

NOTE:

TOTAL FEES

46 Check Cash

1 Documents on 1 checks

APPROVED BY: ner

LIBER 47 PAGE 311

ARTICLES OF INCORPORATION
OF
GREENMACK DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 30, 1989 AT 10:44 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:

\$

D2771152

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 EATON
P.O. BOX 41
SALISBURY

MD 21801



Received for Record *Aug 14, 1989* and recorded in the
Records of Wicomico County, Maryland in Book M.S.B.
No. *47* Folios *207-311*

Mark S. Bowen Clerk

196C3021334

A 292717

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

3124 1735

Ex & D Robert Eaton, Atty. 9/11/89

1989 APR 12 A 9:21

900949

COURTESY CHEVROLET, INC.
ARTICLES OF INCORPORATION

STATE DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS

97

4-12 89 9:21a

THIS IS TO CERTIFY:

FIRST: That I, JAMES R. GRISWOLD, whose address is Henry & Price, P.O. Box 838, Easton, Maryland 21601, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

COURTESY CHEVROLET, INC.

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

(1) To own and operate an automobile dealership and to engage in any other related businesses and any other lawful purposes and/or business.

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

FOURTH: The address of the principal office of the Corporation in this State is located at 833 South Salisbury Boulevard, Salisbury, Maryland. The name and the address of the Resident Agent of the Corporation in this State are Glenn Ray Nordstrom, c/o Midway, U.S. Route 13, Pocomoke City,

91726213 3124 1468

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Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides in Maryland.

FIFTH: The number of directors of the corporation shall be three (3), which number may be increased, or decreased pursuant to the Bylaws of the Corporation, and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Glenn Ray Nordstrom, Dennis Hopson and Gregory Dennis.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation

LIBER 47 PAGE 314

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of April, 1989, and I acknowledge the same to be my act.

WITNESS:

Nancy C. Seymour

James R. Griswold (SEAL)
James R. Griswold



STATE OF MARYLAND

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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)

Table with columns: CODE, AMOUNT, FEE REMITTED, and various fee categories like Organ. & Capitalization, Name Change, etc.

TOTAL FEES 40 Check Cash Documents on checks

APPROVED BY: [Signature]

Code ATTENTION:

MAIL TO ADDRESS: James Griswald, PO Box 838, Easton Md 21601-0838

NOTE:

LIBER 47 PAGE 316

ARTICLES OF INCORPORATION
OF
COURTESY CHEVROLET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 12, 1989 AT 9:21 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:

\$

D2770733

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:
JAMES GRISWALD
P.O. BOX 838
EASTON

MD 21601 0838

Received for Record Aug 15, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47, Folios 312-316

Corp

Mark S. Bowen Clerk

196C3021292

A 292678



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

3124 1457

*Ex + M James Griswald, P.O. Box 838,
Easton, Md. 21601 9/11/89*

LIBER 47 PAGE 317

4/11/89 8:56

900950

MT. PLEASANT COMMUNITY CEMETERY, INC. m.

Articles of Incorporation

ME

This is to certify that I, Vaughn E. Richardson, of 130 East Main Street, Salisbury, Maryland, 21801, being at least twenty one years of age, do under and by virtue of the general laws of Maryland, authorizing the formation of corporations, hereby form a corporation, by the execution and filing of these articles.

Article One

The name of the corporation (which is hereafter called the "Corporation"), is Mt. Pleasant Community Cemetery, Inc..

Article Two

The post office address of the principal office of the Corporation in this State is: Massey Crossing Road, Willards, Maryland 21874. The name and post office address of the Resident Agent of the Corporation in this State is William Adkins, Bent Pine Road, Willards, Maryland 21874. Said Resident Agent is an individual actually residing in this State.

APR 11 8 56 AM '89

Article Three

The period of duration of this Corporation is perpetual.

Article Four

The purpose for which this Corporation is organized is to operate a cemetery of less than ten (10) acres in size, located on the North side of Mt. Pleasant Road, on the West side of the property formerly owned by the Jones heirs, on the East side of the property formerly owned by Alberta Brittingham, and

LAW OFFICES OF
RICHARDSON & ANDERSON
130 EAST MAIN STREET
P. O. BOX 288
SALISBURY, MD 21801
(301) 742-8744

3124 0207

91010124

on the South side of the Alberta Brittingham land and the Jones' heirs land, in Willards Election District, Wicomico County, State of Maryland.

Article Five

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

Article Six

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

Article Seven

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

George Hammond	Powellville Road, Willards, Maryland 21874
Charles Jones	Purnell Crossing Road, Willards, Maryland 21874
Richard Ennis	Mt. Pleasant Road, Willards, Maryland 21874
William Adkins	Bent Pine Road, Willards, Maryland 21874

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Article Eight

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

Article Nine

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

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

3. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify

LAW OFFICES OF
RICHARDSON & ANDERSON
130 EAST MAIN STREET
P. O. BOX 258
BALILOBURY, MD 21801
—
(301) 742-8744

3124 0209

such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) a affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

Article Ten

The above granted powers to the corporation and to the Board of Directors are in furtherance, and not in limitation, of the general powers conferred by law upon the corporation and its directors.

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


Vaughn E. Richardson



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

DOCUMENT CODE 00 BUSINESS CODE 04 COUNTY 2i

_____ 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 Reg.	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	
83	_____	Cert. Limited Partnership	ATTENTION: <u>Vaughn E. Richardson, Esq.</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	MAIL TO ADDRESS: <u>Richardson + Anderson</u>
21	_____	Recordation Tax	<u>130 East main St.</u>
22	_____	State Transfer Tax	<u>P.O. Box 258</u>
23	_____	Local Transfer Tax	<u>Salisbury, MD 21801</u>
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.	NOTE:
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 400
Check _____ Cash _____
Documents on _____ checks

APPROVED BY: [Signature]

LIBER 47 PAGE 322

ARTICLES OF INCORPORATION
OF
MT. PLEASANT COMMUNITY CEMETERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 11, 1989 AT 8:56 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:

\$

D2769834

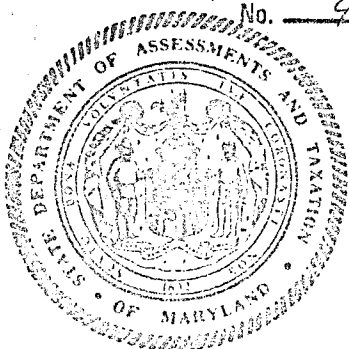
TO THE CLERK OF THE COURT OF WICOMICO COUNTY

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:
VAUGHN E. RICHARDSON, ESQ.
RICHARDSON & ANDERSON
130 EAST MAIN ST.
P. O. BOX 258
SALISBURY MD 21801

Received for Record *Copy* Aug 14, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 317-322 196C3021202

Mark S. Bowen Clerk A 292603



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

3124 0206

Executed by Vaughn E. Richardson, Esq., R & H 9/11/89

LIBER 47 PAGE 323

900951

QUALITY CUSTOM BUILDERS, INC.

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

ARTICLES OF INCORPORATION

4-3-89 10:13a
FIRST: I, John C. Seipp, whose post office address is One Plaza East, P. O. Box 4247, Salisbury, Maryland 21801, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Quality Custom Builders, Inc.

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

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

(1) To engage in any aspect of the field of building construction, commercial and residential; and in any of the various trades pertaining to commercial and residential construction;

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

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

✓ FIFTH: The post office address of the principal office of the Corporation in this State is Rt. 6, Box 456, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are John C. Seipp, One Plaza East, P. O. Box 4247, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors

3123 2457

becomes effective, there shall be one (1) director, whose name is Howard J. Parsons.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of April, 1989, and I acknowledge the same to be my act.

WITNESS:

Howard J. Parsons

John C. Seipp
John C. Seipp

d:jcs+jcscorp.009



STATE OF MARYLAND

LIBER 47 PAGE 325

State Department of Assessments and Taxation

Gen L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 72

P.A. Religious Lose 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 140 Check Cash Documents on checks

APPROVED BY: [Signature]

LIBER 47 PAGE 326

ARTICLES OF INCORPORATION
OF
QUALITY CUSTOM BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 3, 1989 AT 10:13 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2769131

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
JOHN SEIPP
P.O. BOX 4247
SALISBURY

MD 21801

Received for Record April 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 323-326

Mark S. Bowser Clerk

194C3021071

A 292262



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

3123 2456

Ex 4 John Seipp, Atty. 9/11/89

M

ARTICLES OF INCORPORATION

OF

900952

KANAS CORPORATION

A Maryland Close Corporation

THIS IS TO CERTIFY:

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

ARTICLE I

Name

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

KANAS CORPORATION

ARTICLE II

Purpose

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

- (1) To engage in the business of owning and operating a neighborhood convenience market to serve the general public; and

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION APPROVED FOR RECORD 4-5-89 at 9:09 a.m.

90058292

3123 1933

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

Page 5 of 9

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

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

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

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

ARTICLE III

Principal Office, Address and Resident Agent

The principal office of the Corporation in the State of Maryland will be maintained at 401 Snow Hill Road, Salisbury, Wicomico County, Maryland 21801.

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

ARTICLE IV

Status of Corporation and Election

3123 1934

LIBER 47 PAGE 329

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

ARTICLE V

Directors

The Corporation elects not to have a Board of Directors, said election to become effective at the time of the organizational meeting of the Directors and the issuance of a least one (1) share of stock of the Corporation are complete. Until the election not to have a Board of Directors becomes effective, Antonios Nomikos, 401 Snow Hill Road, Salisbury, Maryland 21801, Arthur D. Webster, 300 West Main Street, Salisbury, Maryland 21801 and David W. Moore, 300 West Main Street, Salisbury, Maryland 21801, shall serve as the Directors of the Corporation

ARTICLE VI

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE VII

Capital Stock

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

The Stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its

3123 1935

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

ARTICLE VIII

Amendment

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of April, 1989.

TEST:

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

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY that on this 4th day of April, 1989, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Arthur D. Webster and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Linda A. Collins
Notary Public

My Commission Expires:
July 1, 1990

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

3123 1986



STATE OF MARYLAND
State Department of Assessments and Taxation

Gen. L. Burner, Director

DOCUMENT CODE 021 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
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	_____	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: _____

Arthur Webster
300 W. Main St
Salesbury Md 21801

NOTE: _____

TOTAL FEES

40 Check _____ Cash _____

Documents on checks

APPROVED BY: men

LIBER 47 PAGE 332

ARTICLES OF INCORPORATION
OF
KANAS CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 5, 1989 AT 9:09 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

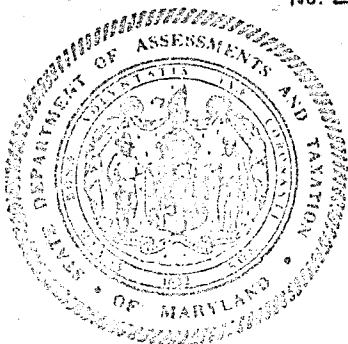
D2768224

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:
ARTHUR WEBSTER
300 W. MAIN STREET
SALISBURY MD 21801

Received for Record *Copy* April 14, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 327-332
194C3020980
Mark S. Bowen Clerk
A 292189



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

3103 1989

Ex v Arthur Webster, Atty. 9/11/89

LIBER

47 PAGE 333

SHARPTOWN HIDE-A-WAY CORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

A CLOSE CORPORATION UNDER TITLE 4

APPROVED FOR RECORD

ARTICLES OF INCORPORATION

4/7/89 at 9:21 .m.

900953

FIRST: THE UNDERSIGNED WILLIAM GORDON BOEVERS AND TUETJE MN BOEVERS, WHOSE POST OFFICE ADDRESSES ARE 106 SOUTH STREET, P.O. BOX 86, SECRETARY, MARYLAND 21664, 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 HEREAFTER CALLED THE CORPORATION), IS SHARPTOWN HIDE-A-WAY CORPORATION.

THIRD: THE CORPORATION SHALL BE A CLOSE CORPORATION AS AUTHORIZED BY TITLE 4.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS: PROVIDE A PLACE WHERE BEER AND LIGHT WINE MAY BE PURCHASED AND CONSUMED ON THE PREMISES; OFF SALE OF BEER AND LIGHT WINE; PROVIDE A FOOD SERVICE TO PATRONS ON AND OFF THE PREMISES: PROVIDE A PLACE WHERE MEETINGS AND PARTIES MAY BE HELD IN SEMI-PRIVATE ATMOSPHERE; PROVIDE ENTERTAINMENT FOR PATRONS THROUGH THE UTILIZATION OF BANDS, DISC JOCKEYS, JUKE BOX, TELEVISED SPORTING EVENTS, AND AMUSEMENT MACHINES.

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN MARYLAND IS 103 STATE STREET, SHARPTOWN, WICOMICO COUNTY 21861. THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN MARYLAND IS WILLIAM GORDON BOEVERS, 106 SOUTH STREET, P.O. BOX 86, SECRETARY, DORCHESTER COUNTY 21664. ✓

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 100 SHARES OF THE PAR VALUE OF \$0.00 A SHARE, ALL OF ONE CLASS, AND HAVING AN AGGREGATE PAR VALUE OF \$0.00.

EIGHTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE THREE (3) WHICH NUMBER MAY BE INCREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE (3); AND THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFIED ARE: WILLIAM G. BOEVERS, DIRECTOR; TUETJE MN BOEVERS, SECRETARY/TREASURER; ELBA SCHIRNER, MONITOR (REQUIRED BY WICOMICO COUNTY).

NINTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSES OF DEFINING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS: THE ABOVE GRANTED POWERS TO THE CORPORATION AND THE BOARD OF DIRECTORS ARE IN FUTHERANCE AND NOT IN LIMITATION, OF THE GENERAL POWERS CONFERRED BY LAW UPON THE CORPORATION AND DIRECTORS.

TENTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON APRIL 7, 1989, AND SEVERALLY ACKNOWLEDGE THE SAME BY OUR ACT.

William G. Boevers
WILLIAM GORDON BOEVERS, DIRECTOR

Tuehe Boevers
TUETJE MN BOEVERS, SECRETARY/TREASURER

Elba Schirner
ELBA SCHIRNER, WICO. CO. MONITOR

1989 APR - 7 11 A 9 21

90978061

3123 1836



STATE OF MARYLAND LIBER 47 PAGE 334
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 Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>7</u>	<u>1</u> Certified Copy <u>1</u> Penalty	_____ Resignation of Resident Agent
56	_____	For. Supplemental Cert.	_____
54	_____	Foreign Resolution	_____
53	_____	Certificate of Conveyance	_____
73	_____	_____	_____
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>William Boevers</u>
87	_____	Limited Part. Good Standing	<u>P.O. Box 86</u>
71	_____	Financial	<u>Secretary, Md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21664</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: <u>Copy made</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES 47
 Check Cash
Documents on _____ checks

APPROVED BY: PCM

LIBER 47 PAGE 335

ARTICLES OF INCORPORATION
OF
SHARPTOWN HIDE-A-WAY CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 7, 1989 AT 9:21 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:

\$

D2768083

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:
WILLIAM BOEVERS
P.O. BOX 86
SECRETARY

MD 21664

Copy Received for Record *Reg 19 1989* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 332-335

Mark S. Bowen Clerk

193C3020932

A 292141



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

*Ex & M William Boevers, P.O. Box 86,
Secretary, Md 21664 9/11/89*

LIBER 47 PAGE 336

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
03-13-89 at 9:00

PERDUE, RAYNE & DAVIS, P.A.

900954

ARTICLES OF AMENDMENT

1989 MAR 29 A 10:44

Perdue, Rayne & Davis, P.A., 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 "Perdue, Rayne & Davis, P.A.", and the insertion in lieu thereof the following:

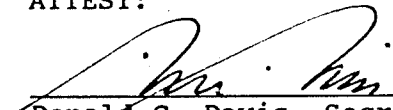
The name of the corporation (which is hereinafter called the "Corporation") is: Perdue, Rayne, Davis & White, P.A.

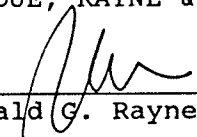
SECOND: By unanimous informal action taken by the Board of Directors of the Corporation on July 1, 1987, the Board of Directors of the Corporation duly advised the foregoing amendment and thereafter by unanimous consent by informal action of all of the stockholders of the Corporation, the stockholders 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 1st day of July, 1987, and its Vice 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:

PERDUE, RAYNE & DAVIS, P.A.


Donald C. Davis, Secretary

By:  (SEAL)
Ronald G. Rayne, Vice President

90948993



STATE OF MARYLAND LIBER 47 PAGE 337
State Department of Assessments and Taxation
 Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE 06 COUNTY TR

D0472387 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
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)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) Perdue, Rayne, Davis & White, P.A.

- 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: Perdue, Rayne, Davis, etal
212 E. Main St.
P.O. Box 949
Salisbury, Md. 21801

NOTE: _____

TOTAL FEES 20
 Check Cash
 Documents on _____ checks

APPROVED BY: J.M.T.

LIBER 47 PAGE 338

ARTICLES OF AMENDMENT
OF
PERDUE, RAYNE & DAVIS, P.A.
CHANGING ITS NAME TO:
PERDUE, RAYNE, DAVIS & WHITE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 13, 1989 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D0472381

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., P.O. BOX 949
SALISBURY MD 21801



Received for Record *Perdue* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 336-338 290C3020558

Mark S. Bowen 291824

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3121 2076

Exec D P.R.D., etal, Atty. 9/11/89

900955

OAKWOOD SOD FARM, INC.

Articles of Incorporation

M

FIRST: This is to certify that I, the subscriber, Paul D. Wilber, 115 Broad Street, P. O. Box 910, Salisbury, Maryland 21801, being at least 21 years of age, do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: The name of this Corporation is:

Oakwood Sod Farm, Inc.

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

(a) To grow and sell agricultural products, including, but not limited to, cool season grasses, warm season grasses, warm/cool season grasses, sod, nursery stock, Christmas trees, grain crops and chickens.

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

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

(d) To purchase or to otherwise acquire, hold and re-issue shares of its capital stock of any class in accordance with Section 2-310 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(f) And generally to carry on any other lawful trade or business and to do every act or thing not inconsistent with law, which may seem to the Corporation's stockholders calculated at any time and from time to time, directly or indirectly, to effectuate the aforesaid business and objects, or any of them, or to enhance the value of the Corporation's property and rights.

STATE DEPARTMENT OF ASSESSMENTS

1989 APR 3 A 8 35

RECORDED WITH RECORD

4-3-89 at 8:35 a.m. 90938058

3121 1744

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is: Route 11, Box 662, Salisbury, Maryland 21801. The resident agent of the Corporation shall be Paul D. Wilber and his post office address is 115 Broad Street, P. O. Box 910, Salisbury, Maryland 21801, and 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 200 shares, all having a par value of \$1.00 per share, all of one class, and all designated common stock. The aggregate authorized capital stock of the corporation is \$200.00.

SIXTH: The number of Directors of the Corporation shall be initially set at four (4), 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:

Alan V. Wilber	Route 11, Box 662 Salisbury, Md. 21801
Gary A. Wilber	Route 11, Box 662 Salisbury, Md. 21801
Melanie Wilber	Route 11, Box 662 Salisbury, Md. 21801
Janice Wilber	Route 11, Box 662 Salisbury, Md. 21801

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 27th day of March, 1989.

WITNESS:

Martha A. Minton Paul D. Wilber (SEAL)
Paul D. Wilber

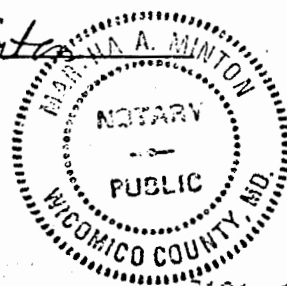
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT:

I HEREBY CERTIFY, that on this 27th day of March, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared PAUL D. WILBER 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.

Martha A. Minton
Notary Public

My Commission Expires: July 1, 1990



3121 1746



STATE OF MARYLAND

47 PAGE 342

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE 020

BUSINESS CODE 03

COUNTY 12

P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		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: _____

Paul Wilber
Bx 910
Salisbury, Md 21801-0910

NOTE: _____

TOTAL FEES

10 Check Cash
Documents on checks

APPROVED BY: [Signature]

LIBER 47 PAGE 343

ARTICLES OF INCORPORATION
OF
OAKWOOD SOD FARM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 3, 1989 AT 8:35 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:

\$

D2765535

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:
PAUL WILBER
BOX 910
SALISBURY

MD 21801 0910

Received for Record *Aug 14 1989* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. *47* Folios *339-343*

19003020504

Mark S. Bowen Clerk
A 291776



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

3121 1743

Ex & D Paul Wilber, Atty. 9/11/89

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

LIBER 47 PAGE 344

03-30-89 at 10:11 .m.

900956 SALISBURY AREA CHAMBER OF COMMERCE, INC.

ARTICLES OF AMENDMENT

Salisbury Area Chamber of Commerce, Inc., a Maryland nonstock corporation, with its principal office at 300 East Main Street, Salisbury, Maryland 21801 (hereinafter referred to as the Corporation) hereby certifies to the Maryland State Department of Assessments and Taxation (hereinafter referred to as the Department) that:

FIRST: The charter of the Corporation is hereby amended by adding the additional items set forth hereinbelow immediately following Article Eighth of the amended and restated charter:

NINTH: The liability of the Corporation's directors and officers to the Corporation or its members for money damages shall be limited or restricted to the fullest extent permitted by §2-405.2 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

TENTH: As used in this Item Tenth, any word or words defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, shall have the same meaning as provided by said statute:

1. The Corporation may, with the approval of its Board of Directors, indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with said §2-418 of the Corporations and Associations Article.

2. With respect to an employee or agent other than a director or officer of the Corporation, the Corporation may, as determined by its Board of Directors, indemnify and advance expenses to such employee or agent in connection with a proceeding to the same extent authorized herein for directors and officers.

11:01 A 03 MAR 30 1989

00898250

3120 2196

LIBER 47 PAGE 345

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held at 12:00 P.M. on October 26, 1988, adopted a resolution setting forth the foregoing amendments to the charter of the Corporation, declaring that such amendments to the charter were advisable and directing that such amendments be submitted for action thereon at a meeting of the general membership of the Corporation.

THIRD: Notice setting forth such amendments to the charter of the Corporation was given to the members of the Corporation as required by law and the Corporation's charter, and the amendment to the Corporation's charter as hereinabove set forth was duly approved and adopted by its members at a regular meeting of the general membership held at Salisbury, Maryland, at 12:00 P.M. on March 16, 1989, by the affirmative vote of not less than the majority of all members present and entitled to vote thereon, a majority vote being sufficient to carry the amendment as set forth in the Corporation's charter.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its president and its corporate seal to be affixed hereunder and attested by its secretary on this 28th 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 hereof are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

SALISBURY AREA CHAMBER OF
COMMERCE, INC.

Michael C. Weisner
Michael C. Weisner, Secretary

By: Robbin W. Gray
Robbin W. Gray, President



STATE OF MARYLAND

LISER

47 PAGE 346

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE

09

BUSINESS CODE

04

COUNTY

72

D0382995

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

- 20 Organ. & Capitalization
- 61 Rec. Fee (Arts. of Inc.)
- 62 Rec. Fee (Amendment)
- 63 Rec. Fee (Merger or Consolidation)
- 64 Rec. Fee (Transfer)
- 65 Rec. Fee (Dissolution)
- 66 Rec. Fee (Revival)
- 52 Foreign Qualification
- 50 Cert. of Qual. or Req.
- 51 Foreign Name Registration
- 13 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:

Law & Law, P.A.
107 N. Baptist St
P.O. Box 75
Salisbury, Md. 21801

NOTE:

TOTAL FEES

20

Check

Cash

Documents on

checks

APPROVED BY:

J.M.T.

LIBER 47 PAGE 347

ARTICLES OF AMENDMENT
OF
SALISBURY AREA CHAMBER OF COMMERCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 30, 1989 AT 10:11 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

\$ _____

D0386995

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:
LAWS & LAWS, P.A.
107 N. BAPTIST ST.
P.O. BOX 75
SALISBURY

MD 21801



Received for Record *Carly* Aug 14, 1989 and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
47, Folios 344-347

188C3020261

Mark S. Bowen Clerk A 292559

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3120 2193

E. & D. L. & L. P.A. 9/11/89

ARTICLES OF INCORPORATION

OF

900957

RED ROOST, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY:

3-29-89 10:13a

FIRST: That the subscriber, PETER S. PALMER, whose post office address is Clara Road, White Haven, Maryland, 21856, being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, does hereby act with the intention of forming a close corporation by the execution and filing of these articles.

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

RED ROOST, INC.

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

- (a) Own, operate and manage a restaurant.
- (b) To carry on and conduct any other lawful business or businesses and to own, manage, buy, lease, sell and encumber property of every kind and description used or useful in connection therewith.
- (c) To have and exercise any and all of the power and authority conferred upon the Corporation by Maryland Law except those (if any) limited, restricted or denied by the provisions of these Articles, or the By-Laws of the Corporation, or any agreement among its stockholders authorized by the provisions of Maryland law relating to close corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Clara Road, White Haven, Maryland/* The resident agent of the Corporation is Peter S. Palmer, whose post office address is Clara Road, White Haven, Maryland, 21856. Said resident agent is a citizen of the State of Maryland and actually resides therein.

*21856

1989 MAR 29 10 13

90888242
3120 1678

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

SIXTH: The Corporation shall initially have one (1) director, Peter S. Palmer, who shall serve until the organizational meeting, at which time the Board of Directors shall cease to exist and thereafter there shall be no Board of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation on this 27th day of March, 1989.

TEST:

Dawn M. Dryden

Peter S. Palmer (SEAL)
Peter S. Palmer

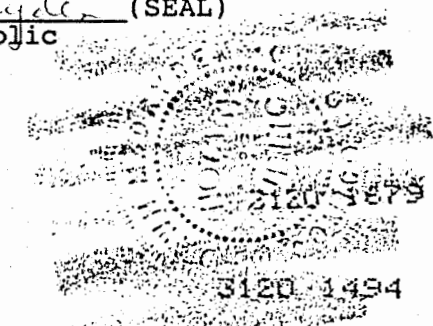
STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT :

THIS IS TO CERTIFY, that on this 27th day of March, 1989, before me, the undersigned, personally appeared **PETER S. PALMER** and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission expires:
July 1, 1990

Dawn M. Dryden (SEAL)
Notary Public





STATE OF MARYLAND LIBER 47 PAGE 350
State Department of Assessments and Taxation
Geno L. Burner, Director

DOCUMENT CODE 0201 BUSINESS CODE 23 COUNTY 72

P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	<u>20</u>	Organ. & Capitalization	Name Change (New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____
65	_____	Rec. Fee (Dissolution)	_____
66	_____	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	Change of Name
50	_____	Cert. of Qual. or Reg.	Change of Principal Office
51	_____	Foreign Name Registration	_____
13	_____	Certified Copy	Change of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	Change of Resident Agent Address
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	Resignation of Resident Agent
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>John Lang</u>
23	_____	Local Transfer Tax	<u>PO Box 259</u>
31	_____	Corp. Good Standing	<u>Salisbury me</u>
NA	_____	Foreign Corporation Registration	<u>21801-8259</u>
87	_____	Limited Part. Good Standing	NOTE: _____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other	_____
	_____	Other	_____

TOTAL FEES 40
 Check Cash
Documents on _____ checks

APPROVED BY: [Signature]

3120 1680
~~3120 1495~~

LIBER 47 PAGE 351

ARTICLES OF INCORPORATION
OF
RED ROOST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 29, 1989 AT 10:13 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2763555

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
JOHN LANG
P. O. BOX 259
SALISBURY

MD 21801 0259

Cory Received for Record *Callahan* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B. 189C3020167
No. *47* Folios *348-351*

Mark S. Bower Mark 292487



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3120 1677

AND TAXATION OF MARYLAND IN LIBER, FOLIO. ~~3120 1482~~

Ex. & J. John Lang, Atty. 9/11/89

900958

MINUTES OF SPECIAL MEETING
OF BOARD OF DIRECTORS *
OF TRI-STATE INSULATION, INC.

CERTIFIED TRUE COPY
Alice C. Bailey
Notary Public
State of Wisconsin
WISCONSIN

A meeting of the Board of Directors of the Corporation was held at the offices of the Corporation on January 1, 1989, at which meeting all directors attended. The following resolution was unanimously approved:

RESOLVED, that the resident agent of the Corporation as set forth in Article Third of the Articles of Amendment and Restatement of the Corporation is hereby changed from "Lewis A. Abbott, Jr." to "Stephen W. Ashcraft, Route 5, Pemberton Drive, Salisbury, Maryland 21801".

There being no further business to come before the Board of Directors the meeting was declared adjourned.

Stephen W. Ashcraft

Stephen W. Ashcraft
President and Secretary of Meeting

CERTIFICATION

BEFORE ME, a Notary of the State of Maryland, personally appeared Stephen W. Ashcraft who certified under the penalties of perjury that the within and foregoing resolution is a true copy of the resolution adopted by the Board of Directors of Tri-State Insulation, Inc., on January 1, 1989.

My Commission Expires:
July 1, 1990

Alice C. Bailey

Notary Public
ALICE C. BAILEY
NOTARY PUBLIC
WISCONSIN
900958-365

*The action recited herein as the action of the Board of Directors is in fact taken by the stockholders under the authority to so act pursuant to Section 4-303 of the Corporations and Associations Article of the Annotated Code of Maryland.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

3120 1288
3120 1104

APPROVED FOR RECORD

3-30-89 at 9:28 A.m.



STATE OF MARYLAND LIBER 47 PAGE 353
State Department of Assessments and Taxation
Geno L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 22

D0212928 P.A. Religious Close Stock Nonstock

Transferor (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
70	_____	Organ. & Capitalization	Name Change
61	_____	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	<input checked="" type="checkbox"/> Change of Resident Agent
13	_____	Certified Copy _____	_____ Change of Resident Agent
56	_____	Penalty	_____ Address
54	_____	For. Supplemental Cert.	_____ Resignation of Resident Agent
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>Long Hughes St</u>
23	_____	Local Transfer Tax	<u>124 East Main Street</u>
31	_____	Corp. Good Standing	<u>P.O. Box 259</u>
NA	_____	Foreign Corporation Registration	<u>Salisbury Md 21801</u>
87	_____	Limited Part. Good Standing	NOTE: _____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, for Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES \$10.00
1 Check _____ Cash
1 Documents on 1 checks

APPROVED BY: [Signature]

3120 1289

~~3120 1105~~

LIBER 47 PAGE 354

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
TRI-STATE INSULATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 30, 1989 AT 9:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D0212928

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
LONG, HUGHES, ETAL.
124 EAST MAIN ST.
P.O. BOX 259
SALISBURY

MD 21801



Received for Record *Copy* 9/14/89 and recorded in the 87C3020002
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47 Folios 352-358

Mark S. Boston 290907
Clerk

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3120 1287

~~3120 1103~~

Ex of D LH, etal, Atty 9/11/89

LIBER 47 PAGE 355

ARTICLES OF INCORPORATION

OF

900959

SHORE STOP OF PARSONS ROAD, INC.

(A Close Corporation)

STATE OF MARYLAND

THIS IS TO CERTIFY:

3-27-89 11:32a

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: Shore Stop of Parsons Road, Inc.

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

(a) To engage generally in the convenience store and dairy market business and to do and engage in all other activities directly or indirectly related thereto.

(b) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes (including specifically alcoholic beverages), and to generally deal in groceries and grocery products.

(c) To conduct the business of a service station, which business shall include dealing in gasoline and all other petroleum products, all kinds of oils and products used for motor fuel or lubrication, all manner of accessories and appliances to be used on motor vehicles of every description, and other articles and items useful to or desirable for patrons of such a service station; the washing of motor vehicles, and such other business as is usual, proper, and necessary in such enterprise.

(d) 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

90008455

3120 0416

[Redacted stamp]

carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

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

(f) 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.

LIBER . 47 PAGE 357

(g) 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.

(h) 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 Pemberton Drive and Parsons Road, Salisbury, Maryland, 21801. The resident agent of the corporation is Donald C. Davis, 212 East Main Street, 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 15 th day of March, 1989.

WITNESS:

Peggy A. Parks

Donald C. Davis (SEAL)
DONALD C. DAVIS

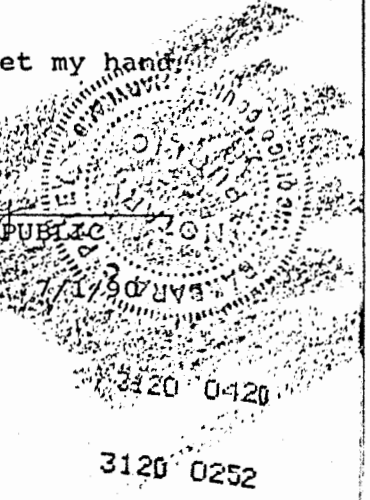
STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

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.

Burton C. Patey
NOTARY PUBLIC

My Commission Expires: 7/1/90





STATE OF MARYLAND LIBER 47 PAGE 360
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 024 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 Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>11</u>	<input checked="" type="checkbox"/> Certified Copy <u>SP</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	MAIL TO ADDRESS: _____
21	_____	Recordation Tax	<u>Donald Davis</u>
22	_____	State Transfer Tax	<u>PO Box 949</u>
23	_____	Local Transfer Tax	<u>Salisbury md</u>
31	_____	_____ Corp. Good Standing	<u>21801</u>
NA	_____	Foreign Corporation Registration	NOTE: _____
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 51
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: [Signature]

LIBER 47 PAGE 361

ARTICLES OF INCORPORATION
OF
SHORE STOP OF PARSONS ROAD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 27, 1989 AT 11:32 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:

\$

D2761765

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 DAVIS
P. O. BOX 949
SALISBURY

MD 21801

Received for Record *Rec'd 10/24/89* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. *47*, Folios *355-361*

Mark S. Bowen Clerk 18603023000

A 291469



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3120 0415

AND TAXATION OF MARYLAND IN LIBER, FOLIO

18603023000

Ex + D: PROW Atty 10-24-89

901867

LIBER 47 PAGE 362

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD
05-08-89 at 9:02 .m.

JESSE F. DISHAROON, INC.

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

ARTICLES OF INCORPORATION

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

SECOND: The name of the corporation (which is hereafter called the "Corporation") is: Jesse F. Disharoon, Inc.

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

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

(1) To solicit, bid for, enter into, and perform contracts for the doing of masonry work and the furnishing of materials and supplies of all kinds;

(2) To acquire by purchase, exchange, lease or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property, of every class and description and rights and privileges therein wheresoever situated; and to engage in any other lawful purpose and business.

(3) To carry on, in all branches thereof, the business usually carried on by stone and brick masons, tile layers, an stone renovators; to make and perform contracts for all erection, construction, alteration, and repair of all kinds of buildings composed in whole or in part of natural stone, brick, cement, artificial stone, stucco, or other materials; and for renovating, cleaning, repainting, and repairing of stone and brick work; for tile laying of all kinds, plastering, painting, laying brick and concrete sidewalks, cellar floors, relining boilers, and furnaces, building and repairing brick, stone, and cement walls.

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

FIFTH: The post office address of the principal office of the Corporation in this State is McGrath Road, Fruitland, Maryland 21826. The name and post office address of the Resident Agent of the Corporation in this State is Jesse F. Disharoon, McGrath Road, Fruitland, Maryland 21826. Said Resident Agent is an individual actually residing in this State.

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

9188201 2139 2614

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

SEVENTH: The number of directors shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Jesse F. Disharoon.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of May, 1989, and I acknowledge the same to be my act.

WITNESS:

Jamie E. Dawson

Dirk W. Widdowson (SEAL)
Dirk W. Widdowson

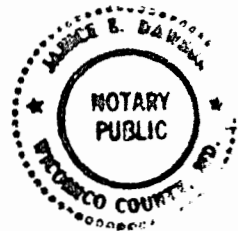
STATE OF MARYLAND, WICOMICO COUNTY, to wit:

I HEREBY CERTIFY that on this 5th day of May, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DIRK W. WIDDOWSON and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Jamie E. Dawson
Notary Public

My Commission Expires: July 1, 1990.



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



STATE OF MARYLAND

LIBER

47 PAGE 364

18091

05-26-89

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
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 <u>18091</u>
31	<u>4</u>	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: _____

Eaton And Widdowson, P.A.
121 E. Market St.
P.O. Box 41
Salisbury, Md. 21801

NOTE: _____

TOTAL FEES

46 Check _____ Cash
 Documents on _____ checks

APPROVED BY: DMT

LIBER 47 PAGE 365

ARTICLES OF INCORPORATION
OF
JESSE F. DISHARON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 8, 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:

\$

D2801561

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:
EATON AND MIDDOWSON, P.A.
121 E. MARKET STREET
P. O. BOX 41
SALISBURY MD 21801



Received for Record and recorded in the
Records of Wicomico County, Maryland in Liber 47, 2260302214
Folio 365

Michael Bowen Date 295948

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER 47

2260302214
3128 2513

Ex + D: E-W Atup 10-24-89

901868

ARTICLES OF INCORPORATION

OF

THUMB'S UP NURSERY, INC.

A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That the subscribers, TIMOTHY R. SHERMAN, whose post office address is #25 Nevins Place Salisbury, Maryland 21801, and JAMES W. WILLIAMS, whose post office address is Snow Hill Road, R.F.D. No. 4, Box 296, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, do hereby act with the intention of forming a close corporation by the execution and filing of these articles.

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

THUMB'S UP NURSERY, INC.

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

(a) To engage in the business of planting, growing, harvesting and sale of any and all kinds of plants, trees, shrubs and ornamental plants; and to perform any and all acts or businesses incident thereto.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is #25 Nevins Place, Salisbury, Maryland 21801. The resident agent of the Corporation is TIMOTHY R. SHERMAN,

890-11 V

1

5-25-89

11:06 a.m.

3139 2331

3139 2330

whose post office address is #25 Nevins Place Salisbury, Maryland, 21801. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall initially have two (2) directors, TIMOTHY R. SHERMAN and JAMES W. WILLIAMS, who shall serve until the organizational meeting, at which time the Board of Directors shall cease to exist and thereafter there shall be no Board of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation on this 23rd day of May, 1989.

TEST:

Cecily A. Gordy
Cecily A. Gordy

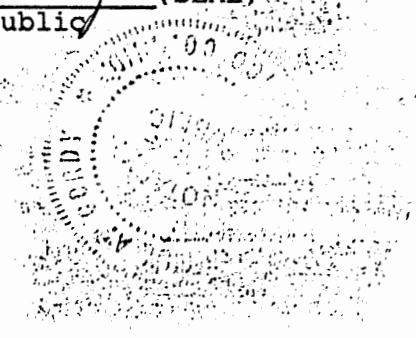
Timothy R. Sherman (SEAL)
James W. Williams (SEAL)

STATE OF MARYLAND, COUNTY OF WICOMICO :

THIS IS TO CERTIFY, that on this 23rd day of May, 1989, before me, the undersigned, personally appeared TIMOTHY R. SHERMAN and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission expires: July 1, 1990
Cecily A. Gordy (SEAL)
Notary Public



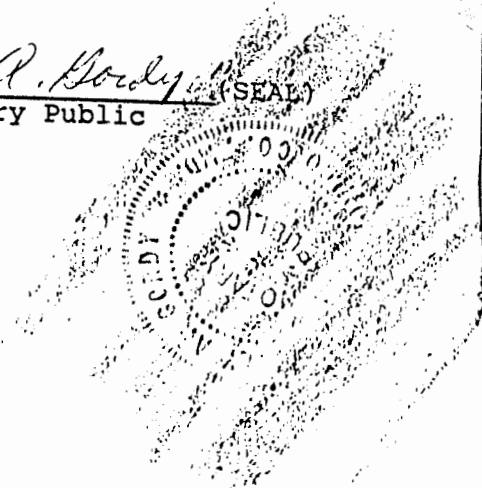
STATE OF MARYLAND, COUNTY OF WICOMICO :

THIS IS TO CERTIFY, that on this 23rd day of May, 1989, before me, the undersigned, personally appeared JAMES W. WILLIAMS and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission expires:
July 1, 1990

Benedy A. Gordy (SEAL)
Notary Public





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

DOCUMENT CODE 021 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>30</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	ATTENTION: <u>Hobart B.</u>
83	_____	Cert. Limited Partnership	<u>Hughes</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: <u>Long, Hughes</u>
22	_____	State Transfer Tax	<u>Baker, Dashiell & Badger</u>
23	_____	Local Transfer Tax	<u>124 East Main St.</u>
31	_____	Corp. Good Standing	<u>P.O. Box 259</u>
NA	_____	Foreign Corporation Registration	<u>Salisbury Md 21801-</u>
87	_____	Limited Part. Good Standing	<u>0259</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 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: A

LIBER 47 PAGE 370

ARTICLES OF INCORPORATION
OF
THUMB'S UP NURSERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 25, 1989 AT 11:06 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:

\$

D2801116

TO THE CLERK OF THE COURT OF WICOMICO COUNTY

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

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



Received for Record *5/25/89* and recorded in the *22403023149*
Records of Wicomico County, Maryland in Liber *M.S.B.*
47 Folios *306-320* A *295905*

Mark S. Bowen Clerk

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

3138 2329

Ex. D: TABOB Atty 10-24-89

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LIBER 47 PAGE 371

APPROVED FOR RECORD

5/23/89 at 9:01 a.m.

901869

ARTICLES OF INCORPORATION

OF

BAYSIDE BASKETBALL OFFICIALS ASSOCIATION, INC.

ML

FIRST: I, the undersigned, Brett W. Wilson, whose post office address is 317 Crusader Road, Cambridge, Maryland 21613, being at least eighteen (18) years of age, desire to form a corporation under and by virtue of the General Laws of the State of Maryland:

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is: BAYSIDE BASKETBALL OFFICIALS ASSOCIATION, INC.

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

(a). The corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes, or any of them, any property, real, personal or mixed, without limitation as to amount of value except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof and to deal with and expend the income therefrom from any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such a manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall, in the opinion of the Board of Directors, jeopardize the Federal Income Tax Exemptions of the Corporation, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all, and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for Scientific, Educational, and Charitable Purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in the furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

9140011

3138 1969

rendered and to make payments and distributions in furtherance of the purposes set forth in Article **THIRD** hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from the Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article **THIRD**, are the following:

- (1) To educate, train, develop and provide continuous instruction for basketball officials.
- (2) To promote the welfare of the game of basketball, its players and officials.
- (3) To maintain the highest standard of basketball officiating.
- (4) To encourage the spirit of fair play and sportsmanship.
- (5) To have available at all times an adequate number of thoroughly trained and capable officials
- (6) To cooperate with all organizations officially connected with the game of basketball in furthering its interest and ideals.
- (7) For the general purposes aforesaid and limited to those purposes, this Corporation shall have the following powers: to purchase, encumber, or dispose of real or personal property of every kind; to purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber and dispose of real and personal property wherever situate; to borrow, or raise money for any of the purposes of the Corporation, and to issue Notes or other obligations of any nature, in any manner permitted by Law for monies so borrowed or in payment for property purchased, or for any other lawful consideration, to secure the payment thereof by mortgage upon, pledge, or conveyance or assignment in trust of any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes; generally to carry on any other lawful trade or business and to do every other act and thing not inconsistent with law, which may seem to the Corporation's Board of Trustees calculated at any time and from time to time, directly or indirectly, to effectuate the aforesaid purposes and objectives, or any of them, or to enhance the value of the Corporation's property or rights.

LISER 47 PAGE 373

(d) The foregoing enumerations of the purposes, objects, and activities of the Corporation are 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 activity, in any manner to limit or restrict the generality of any other purpose, object or activity mentioned or to limit or restrict any of the powers of this Corporation inconsistent with the educational and charitable purposes for which this Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article **THIRD**.

FOURTH: The Post Office address of the principal office of the Corporation is 540 Riverside Drive, P. O. Box 72, Salisbury, Maryland 21801. The name and Post Office address of the resident agent of the Corporation in this State is Brett W. Wilson, 317 Crusader Road, Cambridge, Maryland 21613. The resident agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The membership of the Corporation shall be composed of those persons who are members in good standing of the Corporation from time to time. The qualifications for membership, procedures for admittance, removal and suspension of members, and of dues for members shall be set forth in the by-laws. Until or unless otherwise directed in the by-laws, the membership shall consist of the Directors of the Corporation. The number of qualifications for, and other matters relating to its members shall be set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be nine (9), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3) nor more than twenty-five (25). The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are:

Rick Roman
 Donald Sparpaglione
 Jay Waddell
 Chuck Cooper
 Robert Detweiler
 Doug Young
 Patrick Chiesa
 Jim Webster
 Marty Ross

SEVENTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any United States Internal Revenue Law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for **Wicomico** County, Maryland, or the Circuit Court of any County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization(s) as the Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The Corporation may, by its by-laws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same is not inconsistent with these Articles of Incorporation, nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

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

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH:

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

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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

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

ELEVENTH:

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of May, 1989, and I acknowledge the same to be my act.

WITNESS:

INCORPORATOR:

Barbara D. Bramble

Brett W. Wilson (SEAL)
Brett W. Wilson

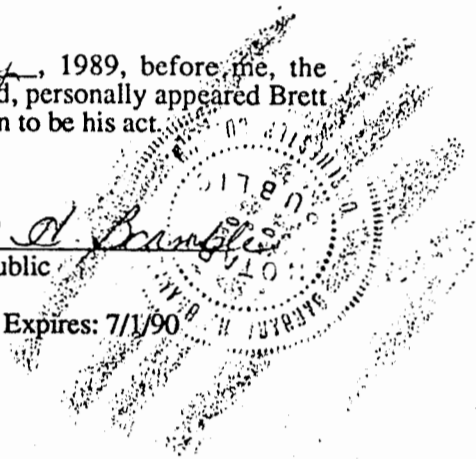
STATE OF MARYLAND, Dorchester COUNTY, to wit:

I HEREBY CERTIFY, That on this 18th day of May, 1989, before me, the Subscriber, a Notary Public in and for Dorchester County, Maryland, personally appeared Brett W. Wilson, and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS, my hand and Notarial Seal.

Barbara D. Bramble
Notary Public

My Commission Expires: 7/1/90





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02

BUSINESS CODE 0304

COUNTY 72

P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20 10 Organ. & Capitalization
 61 10 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
 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

Code _____

ATTENTION: Brett W. Wilson, Esq.

MAIL TO ADDRESS: Robins + Johnson
128 East Main Street
P.O. Box 506

NOTE: Salisbury, MD
21801

TOTAL FEES

4000

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: MC

LIBER 47 PAGE 377

ARTICLES OF INCORPORATION
OF
BAYSIDE BASKETBALL OFFICIALS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 22, 1989 AT 9:01 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:

\$

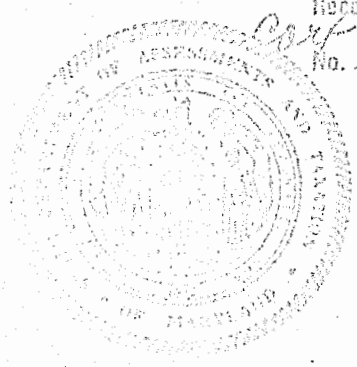
D2800316

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 G JOHNSON
128 EAST MAIN STREET
P.O. BOX 508
SALISBURY MD 21801

Received for Record *5/22/89* and recorded in *295723*
Records of Wicomico County, Maryland in Liber *M.S.E.*
No. *47* Folios *371-372*
Mark S. Bowen Clerk



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

13138 1989

EX + D: R + J Atty 10-24-89

LIBER 47 PAGE 378

901870

STATE DEPARTMENT OF REGISTRATION
1989 MAY 23 A 9:02 AMARTICLES OF INCORPORATIONAPPROVED FOR RECORD
The Olive Garden, Inc.

5-23-89 at 9:02a

FIRST: I, Sheila Brooks-Tahir, Esquire, whose post office address is 233 West Main Street, Downtown Plaza, 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 The Olive Garden, 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 227 West Main 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 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 of directors may be less than three, but not less than one; and,

Law Office of
Sheila Brooks - Tahir, Esq.
233 West Main Street
Downtown Plaza
Salisbury, Maryland 21801
(301) 543-4335

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- 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:

Muhammad Tahir and Sheila Brooks-Tahir.

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

*Law Office of
Sheila Brooks - Tahir, Esq.
233 West Main Street
Downtown Plaza
Salisbury, Maryland 21801
(301) 543-4135*

LIBER 47 PAGE 380

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 01 day of May, 1982, and I acknowledge same to be my act.



SHEILA BROOKS-TAHIR, Esquire
233 West Main Street
Downtown Plaza
Salisbury, Maryland 21801
(301) 543-4335

Law Office of
Sheila Brooks - Tahir, Esq.
233 West Main Street
Downtown Plaza
Salisbury, Maryland 21801
(301) 543-4335



STATE OF MARYLAND LIBER 47 PAGE 381
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
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: _____

Sheila Brooks-Takin
233 West Main St
Downtown Plaza
Salisbury Md
21801

NOTE: _____

TOTAL FEES

40 Check Cash

Documents on _____ checks

APPROVED BY: [Signature]

LIBER 47 PAGE 382

ARTICLES OF INCORPORATION
OF
THE OLIVE GARDEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 23, 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:

\$

D2799757

TO THE CLERK OF THE COURT OF

WICOMICE 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-TAHIR
233 W. MAIN STREET
DOWNTOWN PLAZA
SALISBURY

MD 21801

Received for Record *Sept 20 1989* and recorded in the
Records of *Wicomico County, Maryland* in Liber *M.S.B.*
No. *47* Folios *328-382* 22403022928

Mark A. Bouy Clerk
295683



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

SEP 22 1989

Ex + D: S. Brooks-Tahir Atty 10-24-89

901871

ARTICLES OF INCORPORATION
OF

EASTERN SHORE BRICK CO.

A CLOSE CORPORATION
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

RECORDED FOR RECORD
5/20/89 9:11 A.m.

ML

THIS IS TO CERTIFY:

FIRST: That the subscriber, DONALD L. WILLIAMS, whose post office address is 703 Riverside Road, Salisbury, Maryland, 21801 being at least eighteen (18) years of age, by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, do hereby act with the intention of forming a close corporation by the execution and filing of these articles.

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

EASTERN SHORE BRICK CO.

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

- (a) To own, operate and manage a business establishment engaging in wholesale and retail sale of bricks and other masonry supplies.
- (b) To carry on and conduct any other lawful business or businesses and to own, manage, buy, lease, sell and encumber property of every kind and description used or useful in connection therewith.
- (c) To have and exercise any and all of the power and authority conferred upon the Corporation by Maryland Law except those (if any) limited, restricted or denied by the provisions of these Articles, or the By-Laws of the Corporation, or any agreement among its stockholders authorized by the provisions of Maryland law relating to close corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is Coles Circle, Salisbury, Maryland, 21801. The resident agent of the Corporation is DONALD L. WILLIAMS, whose post office address is 703 Riverside Road, Salisbury, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

1 11 22 AM 1989

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3138 1203

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

SIXTH: The Corporation shall initially have one (1) director, Donald L. Williams, who shall serve until the organizational meeting, at which time the Board of Directors shall cease to exist and thereafter there shall be no Board of Directors and the Corporation shall proceed under Section 4-303 of the Corporations and Associations Articles of the Annotated Code of Maryland.

WITNESS my signature to these Articles of Incorporation on this 18th day of May, 1989.

TEST:

Laura M. Dryden

Donald L. Williams (SEAL)
Donald L. Williams

STATE OF MARYLAND, COUNTY OF WICOMICO, TO WIT :

THIS IS TO CERTIFY, that on this 18th day of May, 1989, before me, the undersigned, personally appeared DONALD L. WILLIAMS and acknowledged the foregoing Articles of Incorporation to be his act.

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

My Commission expires:
July 1, 1990

Laura M. Dryden (SEAL)
Notary Public





STATE OF MARYLAND LIBER

47 PAGE 385

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 024 BUSINESS CODE 03 COUNTY 72

P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>70</u>	Organ. & Capitalization
61	<u>70</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	_____	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:
John B. King II Esq.
P.O. Box 257
Suitland, Md 21801

NOTE: _____

TOTAL FEES 70.00
 Check Cash
 _____ Documents on _____ checks

APPROVED BY: [Signature]

LIBER 47 PAGE 386

ARTICLES OF INCORPORATION
OF
EASTERN SHORE BRICK CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 22, 1989 AT 9:11 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:

02799450

TO THE CLERK OF THE COURT OF

WICOMICO COUNTY

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

RETURN TO:
JOHN B. LONG II
P.O. BOX 239
SALISBURY

MD 21801

Received for Record *Sept 22 1989* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.B.
No. 47, Folios 382-386 22303022848

Mark S. Long
A 295620



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

3128-1309

901872

LIDER 47 PAGE 387

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

JK

1989 MAY 22 A 9 08

ARTICLES OF INCORPORATION PREPARED FOR RECORD

OF 5/22/89 at 2:08 A.M.

ABLE ELECTRIC MOTOR SERVICE, INC.

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

FIRST: The undersigned, James V. Anthenelli, whose Post Office address is 106 E. Market Street, Salisbury, Maryland, 21801, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

ABLE ELECTRIC MOTOR SERVICE, INC.

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

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

1. To install, repair, buy, sell, import, export, trade and deal in machinery and appliances for the generation, transmission, and utilization of electricity, direct or alternating current machinery, motors, power tools, generators, engines, pumps, fans, electric cutting and welding machines and electrical tools, machinery, devices, condensers, tools, dies, apparatus, appliances, equipment and accessories of every description.

2. To manufacture, buy or otherwise acquire, and to sell, lease and repair, trade, and deal in and with, power tools, machinery, motors, engines and equipment, and their parts, accessories, appliances, tools and implements.

9140321

3138 1171

3. To do anything permitted by Section 2-103 of the Corporations and Associations Articles of the Maryland Annotated Code, and as limited by the Professional Service Corporation Subtitle of said Corporations and Associations Article, as amended from time to time.

FIFTH: The Post Office address of the principal office of the Corporation in the State of Maryland is: 520 North Salisbury Boulevard, Salisbury, Maryland, 21801.

SIXTH: The Resident Agent of the Corporation is James V. Anthenelli, who is a citizen of and actually resides in the State of Maryland, and whose address is: 108 E. Market Street, Salisbury, Maryland, 21801.

SEVENTH: 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.

EIGHTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (2) Directors, namely, Charles Edward Pruitt, Sr., and Brenda J. Pruitt.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of May, 1989, and I acknowledge same to be my act.

WITNESS:

Charles E. Lawes

INCORPORATOR:

James V. Anthenelli
James V. Anthenelli



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
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	_____	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: _____

Anthecelli, Dwayne
P.O. Box 4096
Salesbury, Md 21801

NOTE: _____

TOTAL FEES 40.00

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: AM

LIBER 47 PAGE 390



ARTICLES OF INCORPORATION
OF
ABLE ELECTRIC MOTOR SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 22, 1989 AT 9:08 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:

\$

D2799328

TO THE CLERK OF THE COURT OF

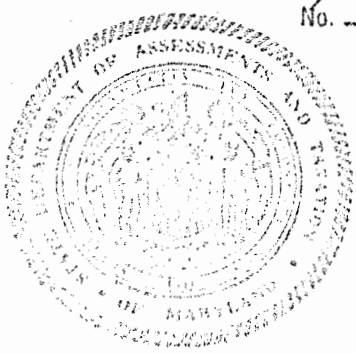
WICOMICO COUNTY

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:
ANTHENELLI & OTWAY
P.O. BOX 4096
SALISBURY MD 21801

Received for Record *Ad 20/89* and recorded in the
Records of Wicomico County, Maryland in Liber M.S.D. 225000000
No. 47 Folios 287-300

Mark L. Souza 205607



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND

21801

Ev. D. A & A. Allen 10.21.89

ARTICLES OF INCORPORATION

OF

5-19-89

8:40a

901873

Jo

ADVANTAGE COLOR LABS, INC.

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

FIRST: The undersigned, Deborah S. Burley, whose Post Office Address is Route 1, Box 214, Princess Anne, Maryland, 21853, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

ADVANTAGE COLOR LABS, INC.

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

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

- 1. To engage in the business of color film processing and to provide any other service pertaining to film processing and photography;
- 2. To engage in the business of retail sale of photography supplies and equipment;
- 3. To such extent as a corporation organized under the General Laws of the State of Maryland may now or hereafter lawfully do, to do, either as principal or agent, and either alone or in conjunction with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and, in 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.
- 4. The enumeration herein of the purposes for which the corporation is formed shall be construed also as the powers which the Corporation is expressly authorized to exercise; provided, however, that the enumeration of particular powers of the corporation shall not be construed to limit or restrict any powers otherwise conferred upon the Corporation under the General Laws of the State of Maryland, now or hereafter in force.

FIFTH: The Post Office address of the principal office of the corporation in the State of Maryland is 1019 South Division Street, Salisbury, Wicomico County, Maryland, 21801; and the name and post office address of the Resident Agent of the Corporation is Deborah S. Burley, Route 1, Box 214, Princess Anne, Maryland, 21853. Said Resident Agent is an individual actually residing in the State of Maryland.

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

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

93338201

3138 1066

LIBER 47 PAGE 392

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be two (1) Director, namely, Deborah S. Burley.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 16th day of May, 1989, and I acknowledge same to be my act.

WITNESS:

[Handwritten signature]

INCORPORATOR:

Deborah S. Burley (SEAL)
Deborah S. Burley

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

3138 1067



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

47 PAGE 393

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 Reg.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Leonard Wade</u>
87	_____	Limited Part. Good Standing	<u>PO Box 506</u>
71	_____	Financial	<u>Salisbury md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21001</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: no

LIBER 47 PAGE 394

ARTICLES OF INCORPORATION
OF
ADVANTAGE COLOR LABS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 19, 1989 AT 8:40 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:

\$

02799257

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:
LEONARD WADE
P.O. BOX 506
SALISBURY

MD 21801

Received for Record *[Signature]* and recorded in the
Records of Wicomico County, Maryland in Liber 47, Folios 394-395
No. 47 Folios 394-395

[Signature] 005598



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND

[Handwritten notes] E.V. D. R. N. N.H. 10 21.09

LIBER 47 PAGE 395

901874

SMMI HOLDINGS, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

5-12-89 11:15a

SMMI Holdings, Inc., 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 in care of Jose P. Rodriguez, 123 Westbury Drive, Route 5, Salisbury, Md. 21801.

THIRD: The name and address of the resident agent of the Corporation, who shall serve for one year after dissolution and until the affairs are wound up, are Jose P. Rodriguez, 123 Westbury Drive, Route 5, Salisbury, Md. 21801.

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

Jose P. Rodriguez
123 Westbury Drive, Route 5
Salisbury, Md. 21801

Fabiola G. Rodriguez
123 Westbury Drive, Route 5
Salisbury, Md. 21801

Colin C. Chopin
5204 Seascape Lane
Piano, Texas 75075

MAY 12 11:15 AM 1989

901874

FIFTH: The name, title and address of each officer of the Corporation are as follows:

President: Fabiola G. Rodriguez
123 Westbury Drive, Route 5
Salisbury, Md. 21801

Vice President: Jose P. Rodriguez
123 Westbury Drive, Route 5
Salisbury, Md. 21801

Secretary/Treasurer: Colin C. Chopin
5204 Seascape Lane
Piano, Texas 75075

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

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the

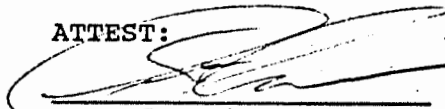
1179 0011

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Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, SMMI Holdings, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 4th day of October, 1988, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of SMMI Holdings, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:



Secretary

SMMI HOLDINGS, INC.

BY Fabrice M. Rodriguez (SEAL)
President

City of Salisbury



ROGER BASKERVILLE, C.P.A.
Director of Finance
Salisbury, Md. 21801-4118

MARYLAND

P.O. Box 4118
548-3110
548-3115

Feb. 1, 1989

I, Roger Baskerville, Treasurer and Collector of taxes in and for the City of Salisbury, Wicomico County, Maryland, do hereby certify that all personal taxes in regard to Statesman Motel, Inc. have been paid in full through the fiscal year 1987-1988 to June 30, 1988.

Roger Baskerville

Roger Baskerville, Dir of Finance

CERTIFIED TRUE AND CORRECT as of Feb 1 1989

FEB 03 1989

LIBER 47 PAGE 399

Wicomico County, Maryland

Department of Finance

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

COUNCIL

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

April 12, 1989

Statesman Motel, Inc.
712 N. Salisbury Blvd.
Salisbury, MD 21801

To Whom It May Concern:

The undersigned, Collector of Taxes for Wicomico County, State of Maryland does hereby certify that all Corporation taxes levied on Assessments made by the State of Maryland, Department of Assessments and Taxation and billed by and payable to the undersigned Director of Finance, Wicomico County, Maryland by Statesman Motel, Inc., 712 N. Salisbury Blvd., Salisbury, MD 21801 have been paid for the business year ending Dec. 31, 1986, fiscal year 1987-88.*

Respectfully submitted,


C. Joseph Schiller
Director of Finance
Wicomico County, MD

*Fiscal year 1988-89, business year ending Dec. 31, 1987, was billed to SMMI Holdings, Inc. with the same corporate ID number as Statesman Motel, Inc. due to a name change. This assessment was abated due to a double assessment with Statesman, Inc..

LIBER 47 PAGE 400

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

LOUIS L. GOLDSTEIN
 COMPTROLLER

J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
 ARNOLD G. HOLZ CPA
 DIRECTOR



Dear Sir/Madam:

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

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

THE STATEMAN MOTEL, INC.

have been paid.

WITNESS my hand and official seal this

14TH day of FEBRUARY A.D. 19 89

Barbara J. Ladd

 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

FORM 0025